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DUNGEON

A Dungeons & Dragons® Roleplaying Game Supplement

Editorial:
Into the Depths

By Christopher Perkins

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In 1978, Gary Gygax wrote a trilogy of short adventures set in the darkest reaches of the underworld. These adventures came to be known as the "D" series. Module D1 presented a cavern complex dubbed the Warrens of the Troglodytes, although the troglodytes shared their cavernous home with such miscellaneous threats as Asperdies the lich, ravenous ghouls, a pack of gargoyles, and a giant slug. Module D2 featured an underground temple full of mad kuo-toa and a mighty ziggurat capped with a statue of their debased goddess, Blibdoolpoolp. Module D3 took us to Erelhei-Cinlu, the subterranean city of the drow, and the dreaded Fane of Lolth. What the adventures lacked in connective tissue they made up for in sheer grandeur and unabashed deadliness.

The D series gave birth to the concept of the Underdark (although Mr. Gygax never referred to it as such). It was Gary's first effort to shed light on the underworld of Dungeons & Dragons®, and we've been exploring it ever since—not only in Gary's world of Oerth but our home campaigns as well.

No campaign has charted more miles of Underdark caverns and tunnels than the Forgotten Realms® setting. At the center of this labyrinthine web is the drow city of Menzoberranzan, first introduced by Ed Greenwood in the *Menzoberranzan* boxed set (1992) and later explored in the novels of R.A. Salvatore. This year we bear witness to the Rise of the Underdark, a campaign of terror instigated by the drow in a plot to bring everlasting darkness to the surface realms of Faerûn. You'll see this overarching story play out across a number of different venues, including Forgotten Realms novels, game supplements, organized play events, and, of course, the ezines. And you'll have the opportunity to experience this war from both sides! You can play drow characters in D&D Encounters™ and D&D Lair Assault™, and this month in *Dragon* we present a host of exciting themes for drow PCs.

If you like using drow as villains, you'll enjoy our feature adventure in *Dungeon* this month, which presents a drow incursion into Downshadow, the dank slum below Waterdeep. If drow aren't your thing, we also have an Underdark side trek and a wonderful homage to module D2 featuring a kuo-toa shrine and a harrowing confrontation with Blibdoolpoolp, whose crustaceous visage might be the last thing the heroes ever see.

So grab your spelunking gear and join us once again as we descend into the depths and see what skittering, slithering, and shrieking terrors await us in the Underdark.

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Pearl of the Sea Mother

A D&D® adventure for characters of levels 15-17

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Insane kuo-toas have located an ancient shrine that was cast into the ocean by their goddess. Within the ruins they located the sacred Pearl of the Sea Mother. Unless these kuo-toas are stopped, they will use the artifact's power to drown one coastal settlement after another in a tide of madness. The player characters must journey into the sacred shrine of the kuo-toa goddess, steal the Pearl, and return it to the surface to destroy it.

Background

Madness can spread like a plague through kuo-toa settlements. Only their worship of entities with control over such insanity can hold off epidemics of lunacy. One such entity is Blibdoolpoolp, the Sea Mother, who is frequently the object of the kuo-toas' fanatical worship.

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BLIBDOOLPOOLP

Few residents of the surface world imagine that a being such as Blibdoolpoolp exists. She is a goddess of hatred and the deepest waters of forgotten seas, including those in the Underdark. Her animosity is aimed at all surface dwellers, and few creatures dare to worship her.

Images of the goddess—a humanlike female with the head and arms of a lobster—haunt survivors of shipwrecks and sailors who spent too many years at sea. They claim that her name is the last sound any drowning humanoid utters.

Although Blibdoolpoolp seldom becomes involved in matters of the world, the devotion and fanaticism of the kuo-toas is enough to attract her attention. The worshipers' intention to drown and madden so many surface dwellers in her name pleases her.

The Sea Mother's priests channel their devout behavior into a discipline that holds their madness in check and aids them in tending to the sanity of their communities. One of these priests, a kuo-toa whip, recently led an expedition to find a sunken temple complex in an air-filled cavern beneath coastal waters. There the kuo-toas located the most sacred relic of their goddess: the Pearl of the Sea Mother.

Through depraved rituals in the newly discovered grand shrine, the exalted whip used the Pearl to summon the Tide of Madness, a curse prophesied by devotees of Blibdoolpoolp. Now, as the tides surge unnaturally around the village of Briggs Point, they carry insanity like a contagion.

Adventure Synopsis

The adventure begins when the characters arrive in the fishing village of Briggs Point. They discover that the populace is endangered by the bizarrely surging sea and the madness that accompanies the high tide.

The strange discoveries point the party toward a nearby lighthouse atop a cliff overlooking the village. An eccentric seer, a deva named Makanel, quarantined himself here after he became suspicious of the events in Briggs Point. When the characters investigate the lighthouse, they find the seer in the hands of kuo-toas eager to sacrifice him.

Makanel reveals the story of the Pearl of the Sea Mother. The kuo-toas have located the object and are using it to visit a tide of slow madness upon Briggs Point. Only bringing the Pearl to the surface can dissolve its power. The adventurers must descend into the sunken temple complex just offshore, infiltrate the shrine of Blibdoolpoolp, and steal the Pearl.

When the characters bring the relic to the surface, it causes Blibdoolpoolp to manifest near the lighthouse of Briggs Point. Having lost control of the Pearl, the goddess is afflicted by the madness of her kuo-toa worshipers. As a result, the heroes stand a chance of defeating the Sea Mother once and for all.

Running the Adventure

The adventure begins as the party approaches Briggs Point. The bulk of the adventure is location-based, with encounters keyed to the accompanying maps, and the characters' final battle with the goddess Blibdoolpoolp occurs upon their return to the surface.

Involving the Characters

This adventure assumes that the adventurers know about potential trouble before arriving in Briggs Point. To add tension to the campaign, either of the following hooks can be used in conjunction with the fact that one or two other coastal towns have been ravaged in similarly mysterious ways.

- A fishing boat from Briggs Point drifts ashore near a coastal city. Its crew members are all raving mad, claiming that their village will soon be the capital of the world because it will be the first "new city beneath the waves." Local authorities send the characters to investigate.
- A divine party member receives a vision from his or her god predicting the rise of a forgotten deity determined to bring about an apocalyptic flood. Upon arriving in Briggs Point, the character feels drawn to the lighthouse.

Treasure

This adventure has treasure appropriate for a party of 16th-level adventurers. The monetary award is slightly higher than usual (116,000 gp), but the magic items are normal (for items of levels 17 to 20). Feel free to replace the existing treasure or supplement it as needed for your campaign.

Briggs Point

The kuo-toas have learned how to use the Pearl to affect the seawater around Briggs Point. By performing a ritual twice a month at spring tide (during the new moon and the full moon), they cause high tides to be increasingly higher and low tides to be increasingly lower. Every two weeks at the highest tides, the water is nearly a foot deep throughout Briggs Point; at the lowest tides, the boundary between ocean and land is so far out that fishing boats cannot approach the village's docks or be launched from them.

Worse yet for the residents, the afflicted waters carry the taint of insanity. Any creatures other than kuo-toas that come into contact with the tides begin to think and behave erratically as the curse takes hold. Continued or repeated exposure to this phenomenon—which the kuo-toas call the Tide of Madness—heightens the disorder.

The party can arrive at Briggs Point any time between the two spring tides. During the lowest tides, residents regain some of their rationality and have a vague understanding that when the tide rises, people begin acting strangely. Those who still remain in the village hope that the phenomenon is an aberration and will soon subside, but they welcome adventurers in case something more sinister is at work.

The villagers can direct the characters to Makanel's lighthouse. Residents acknowledge his remarkable knowledge of the sea and its omens, but they consider the deva an eccentric recluse. Although he has not been seen in town since shortly after the strange tides began, the light of the ancient lighthouse was recently lit, so residents assume that he has not left the area.

As the tide begins to rise and the villagers succumb to its power, their behavior becomes more peculiar and erratic. Its hold over their minds prevents them from realizing how irrational and sometimes self-destructive they are becoming. The party members observe increasingly disturbing behavior among the people of Briggs Point. For example:

- Villagers begin to greet one another by placing their hands against their necks and flapping them like gills. They think this gesture is hilarious and quickly grow suspicious of those who do not use it.
- The only food made available and consumed in the village is lobster. If the characters are seen eating anything else, the villagers shun them.
- A fisherman dashes through town, shouting "I don't want to wait! The time is now!" He then hurls himself into the surf and begins swimming out to sea. He actively resists any efforts to bring him back to shore. If allowed to go, he drowns.
- People press their ears to the ground (even in the flood waters), nearly drowning themselves in the process. If asked about this behavior, they reply that they are interested in what the fish have to say.

After the characters observe enough examples of such behavior, they should realize that the next spring tide could jeopardize everyone in the village.

1. Lighthouse

Combat Encounter Level 16 (7,150 XP)

The party arrives at lighthouse and finds the keeper under attack.

Light: Bright light from the lighthouse signal.

Monsters: Kuo-toa lash, 4 kuo-toa marauders, 9 kuo-toa guards.

Other Creatures: Makanel.

When the party nears the lighthouse, read:
A weather-worn stone lighthouse perches on the tip of a rocky outcropping that juts over the sea. An overgrown footpath ends at an iron-banded door at the lighthouse's base. Sea birds wheel around the tower, their cries piercing the steady crashing of the surf. Distant shouts, distinct from the birds' calls, can be heard from the top of the lighthouse.

Entering the Lighthouse: The party has a few obvious options.

Front Door: This entrance is barred and barricaded because Makanel feared that the increasingly insane villagers might storm his abode. Bashing down the door requires a successful DC 22 Athletics check, but

doing so gives the kuo-toas inside some warning—see the "Tactics" section.

Lighthouse Walls: Characters who make DC 20 Athletics checks can climb the 80-foot-tall tower.

1A. Living Quarters: Makanel resides in this small space. Stairs wind along the interior wall to the ceiling 70 feet overhead. They are difficult terrain. A wooden hatch, leading to area 1C, is visible in the floor.

Barricade: Makanel shifted his furniture against the front door, so these squares are difficult terrain.

Monsters: A kuo-toa marauder and five kuo-toa guards wait here for the lash and the rest of the kuo-toas to bring Makanel down from area 1B.

1B. Light Room: At the top of the lighthouse, this area contains a huge oil-burning lamp, a reflector, and the mechanism that rotates them.

Monsters: The kuo-toa lash and the remaining guards and marauders are here.

When the party reaches the lighthouse top, read:

Numerous scaled fish-creatures struggle to bind a thin humanoid with pale blue skin. He kicks at his captors. One of the creatures directs its fellows with a trident, and some set their spears aside to grab at their quarry with webbed hands.

Makanel has just been captured, and the kuo-toas intend to sacrifice him back at their shrine.

1C. Basement: This storeroom contains several barrels of oil and other supplies necessary for running the lighthouse. An adjacent room held Makanel's research, and a heavy iron hatch was once affixed to the floor. The hatch has been blasted open and the library thoroughly ransacked. The hatch leads to a series of sea caves that wind their way out to the sunken temple complex beneath the seabed. If the party descends through the hatch, refer to the "Cavern of Temples" section on page 5.

Kuo-Toa Lash **Level 15 Artillery**
Medium natural humanoid (aquatic) XP 1,200

HP 115; **Bloodied** 57 **Initiative** +12
AC 27, **Fortitude** 28, **Reflex** 27, **Will** 26 **Perception** +10
Speed 6, swim 6 Darkvision

Traits

Aquatic
The lash can breathe underwater. In aquatic combat, it gains a +2 bonus to attack rolls against nonaquatic creatures.

Standard Actions

Trident (weapon) ✦ **At-Will**
Attack: Melee 1 (one creature); +20 vs. AC
Hit: 2d8 + 9 damage.

Lightning Trident (lightning, weapon) ✦ **At-Will**
Attack: Ranged 3/6 (one creature); +22 vs. AC
Hit: 3d8 + 10 lightning damage.
Effect: The trident returns to the lash.

Fill Lungs ✦ **At-Will**
Attack: Ranged 20 (one creature); +20 vs. Fortitude
Hit: 2d6 + 7 damage, and the target is slowed and takes ongoing 5 damage (save ends both).

Forked Lightning (lightning) ✦ **Recharge** when the lash bloodies an enemy or reduces an enemy to 0 hit points or fewer
Attack: Area burst 2 within 10 (one, two, or three creatures in burst); +20 vs. Fortitude
Hit: 2d6 + 6 lightning damage, and the target is blinded until the start of the lash's next turn.

Move Actions

Slick Maneuver ✦ **At-Will**
Requirement: The lash must be adjacent to an enemy.
Effect: The lash shifts 3 squares to another square adjacent to the enemy.

Skills Dungeoneering +15, Religion +14
Str 23 (+13) **Dex** 20 (+12) **Wis** 17 (+10)
Con 19 (+11) **Int** 15 (+9) **Cha** 18 (+11)
Alignment evil **Languages** Deep Speech
Equipment trident, ceremonial knife

Tactics: If the characters attempt to break down the front door, the kuo-toas in area 1A retreat to area 1B to warn their fellows. Guards cover the marauder's withdrawal and attack anyone who breaks in. The kuo-toas on the lighthouse top are distracted by their task of subduing Makanel. If the characters reach the top without alerting the kuo-toas in area 1B, the kuo-toas in 1B join the fight atop the lighthouse as soon as they can.

4 Kuo-Toa Marauders **Level 12 Skirmisher**
Medium natural humanoid (aquatic) XP 700 each

HP 119; **Bloodied** 59 **Initiative** +11
AC 26, **Fortitude** 22, **Reflex** 23, **Will** 21 (25 while bloodied) **Perception** +11
Speed 6, swim 6 Darkvision

Traits

Aquatic
The kuo-toa can breathe underwater. In aquatic combat, it gains a +2 bonus to attack rolls against nonaquatic creatures.

Standard Actions

Skewering Spear (weapon) ✦ **At-Will**
Attack: Melee 1 (one creature); +17 vs. AC (+19 while bloodied)
Hit: 2d8 + 5 damage, and ongoing 5 damage (save ends).

Move Actions

Slick Maneuver ✦ **At-Will**
Requirement: The kuo-toa must be adjacent to an enemy.
Effect: The kuo-toa shifts up to 3 squares to another square adjacent to the enemy.

Minor Actions

Quick Step ✦ **At-Will**
Requirement: The kuo-toa must be bloodied.
Effect: The kuo-toa shifts 1 square.

Triggered Actions

Sticky Shield ✦ **At-Will**
Trigger: An adjacent enemy misses the kuo-toa with a melee weapon attack.
Attack (Immediate Reaction): Melee 1 (the triggering enemy); +15 vs. Reflex
Hit: The weapon used for the triggering attack drops in the target's space.

Str 15 (+8) **Dex** 16 (+9) **Wis** 11 (+6)
Con 15 (+8) **Int** 11 (+6) **Cha** 13 (+7)
Alignment evil **Languages** Deep Speech
Equipment leather armor, slimy light shield, spear

9 Kuo-Toa Guards	Level 16 Minion Skirmisher
Medium natural humanoid (aquatic)	XP 350 each
HP 1; a missed attack never damages a minion.	**Initiative** +13
AC 30, **Fortitude** 28, **Reflex** 29, **Will** 27	**Perception** +12
Speed 6, swim 6	Darkvision
Traits	
Aquatic	
The kuo-toa can breathe underwater. In aquatic combat, it gains a +2 bonus to attack rolls against nonaquatic creatures.	
Standard Actions	
⊕ **Spear** (weapon) ✦ **At-Will**	
Attack: Melee 1 (one creature); +21 vs. AC	
Hit: 12 damage.	
Move Actions	
Slick Maneuver ✦ **At-Will**	
Requirement: The kuo-toa must be adjacent to an enemy.	
Effect: The kuo-toa shifts up to 3 squares to another square adjacent to the enemy.	
Str 15 (+10) **Dex** 16 (+11) **Wis** 9 (+7)	
Con 15 (+10) **Int** 11 (+8) **Cha** 13 (+9)	
Alignment evil **Languages** Deep Speech	
Equipment leather armor, light shield, spear	

The marauders and the guards rely on their mobility to keep foes away from the lash. They attack relentlessly unless the lash is slain. If that happens, any remaining guards flee for the tunnel in the basement. The marauders fight on until bloodied before doing the same.

Makanel of Melora

Although his body shows no signs of it, Makanel is an aged deva. When he was younger, he discovered that his purpose was to tend an abandoned lighthouse at Briggs Point on Melora's behalf. Makanel suspects that the ancient tower, intended to warn of a menace more threatening than any ordinary navigation hazard, was constructed long before Briggs Point.

Loneliness has taken a toll on Makanel. The party's presence and interest in his work fills him with manic energy and a sense of urgency. He believes that after the characters act on his work, his destiny will be fulfilled and his duty will come to an end.

Through the years, the deva has kept watch over the sea and accumulated knowledge of its forbidding depths. He knows that a vast temple complex once stood nearby, but he believes that Blibdoolpoolp sank it. Makanel thinks that the kuo-toas are using the Pearl of the Sea Mother, a relic they found within the submerged ruins, to control the tides and spread insanity. He believes that bringing the Pearl to the surface should undo the magic.

Makanel can provide an ancient map from his library. It shows a route through the sea caves under the lighthouse that leads to the temple complex. If the characters prefer another route, he can tell them where to dive from a boat to find the sunken temple. He also offers a scroll of Water's Gift to aid them on their quest. Makanel warns the party that kuo-toas often make use of submerged tunnels to traverse their settlements.

Water's Gift Scroll

Level: 10
Casting Time: 5 minutes
Key Skill: Nature

You and up to seven other creatures present for the ritual gain the ability to breathe water as easily as air, to speak underwater normally, and to fight underwater without penalty. Each subject also gains a +5 power bonus to Athletics checks to swim.

Your Nature check result determines the duration of the effect.

Nature Check Result	Duration
14 or lower	3 hours
15-24	6 hours
25 or higher	12 hours

Cavern of Temples

An expansive vault contains fragments of the once-sprawling temples to Blibdoolpoolp that date back to a time when the kuo-toas still called the surface world home. When the creatures failed to offer proper fealty to the goddess, she cast the temples into the sea. A portion sank into a cavernous air pocket at the edge of a deep chasm.

Kuo-toas recently discovered the cavern, but their excitement has turned to insanity. Kuo-toa monitors struggle to control the other kuo-toas that accompanied the expedition, keeping the crazed ones isolated so that the whip's efforts in the Grand Shrine are not interrupted. When not performing the rites to empower the Tide of Madness, the whip and her disciplined followers experiment on the Pearl and perform sacrificial rituals intended to summon Blibdoolpoolp.

If the party approaches from the sea caves underneath the lighthouse, the journey to the outskirts of the temple complex takes three hours. The characters arrive through the northernmost corridor leading into area 2.

If the adventurers dive down from a boat, they do so a mile from shore. Swimming down to and through the underwater passage takes two hours. The party emerges from the underground river that enters from the western edge of area 3.

2. Twisted Tunnels

Combat Encounter Level 15 (6,800 XP)

These large galleries lead into the ruined temples, but dangerous predators inhabit the area.

Light: None.

Monsters: Cloaker lord, 4 umber hulk tunnelers.

When the party enters area 2A, read:
Tunnels fork and branch in numerous directions from this high-ceilinged gallery. Stalactites here glisten with water and a white mineral crust, and the floor is rough and uneven, as if broken. Damp air carries the scent of the sea with notes of foulness.

A continuous whispering sound echoes from the south, but a nearby rumble grows in volume.

Dungeoneering DC 22: *Rubble on the floor of this chamber was left behind by large tunneling creatures.*

Perception DC 22: *Nearly 40 feet overhead, a crack in the cavern wall reveals a narrow ledge.*

2A. Greater Cavern: The ceiling of this natural gallery rises 100 feet at its highest point.

Characters who search the area discover several recently slain kuo-toas. The skeletal remains of a dozen more have been crushed by falling stone. These scattered skeletons were once early worshipers of Blibdoolpoolp.

Monsters: Two umber hulk tunnelers lurk beneath the floor.

2B. Concealed Ledge: This area enables passage between areas 2A and 4C, although it is high up, making it difficult to spot (see the Perception DC 22 check above). From area 2A, the opening is 40 feet up. The floor of area 4C is 160 feet below the nearest opening. Walls on either side offer many handholds but are slick with water (DC 20 Athletics checks to climb).

2C. Lesser Cavern: This immense gallery is naturally formed and rises to 80 feet. An occasional breeze of salt air blows in from the staircase to the east. The noise of the waterfalls in area 3 echoes here like hundreds of whispering voices.

Carving: A steeply descending corridor to the east quickly turns into poorly chiseled steps. At the head of these stairs are bas-reliefs that depict kuo-toas placing shells and lobsters in Blibdoolpoolp's claws. Take

Cloaker Lord	**Level 18 Controller**
Large aberrant magical beast	XP 2,000
HP 172; **Bloodied** 86	**Initiative** +12
AC 30, **Fortitude** 30, **Reflex** 29, **Will** 27	**Perception** +16
Speed 2 (clumsy), fly 8 (hover)	Darkvision
Traits	
☼ **Unnerving Moan** (fear) ✦ **Aura** 2, or 5 while the lord is bloodied	
Nondeafened enemies within the aura take a -2 penalty to attack rolls.	
Standard Actions	
⊕ **Tail Slap** ✦ **At-Will**	
Attack: Melee 2 (one creature); +23 vs. AC	
Hit: 2d10 + 15 damage, and the target is grabbed.	
⸸ **Envelop** ✦ **At-Will**	
Requirement: The lord must not have a creature grabbed.	
Attack: Melee 1 (one creature); +21 vs. Reflex	
Hit: The lord slides the target 1 square to a square within the lord's space, and the target is grabbed. While the target is grabbed by the lord, it is blinded, dazed, restrained, and takes ongoing 20 damage. In addition, whenever an attack deals damage to the lord while it has the target grabbed, the attack deals half damage to the lord and half damage to the target.	
✧ **Terrifying Moan** (fear, psychic) ✦ **Recharge** ⚃ ⚄ ⚅	
Attack: Close burst 2, or 5 while the lord is bloodied (enemies in the burst); +21 vs. Will	
Hit: 3d8 + 8 psychic damage, and the target moves its speed away from the lord.	
✧ **Hypnotic Moan** ✦ **Encounter**	
Attack: Close burst 2, or 5 while the lord is bloodied (enemies in the burst); +21 vs. Will	
Hit: The target is stunned until the end of the lord's next turn.	
Miss: The target is dazed until the end of the lord's next turn.	
Minor Actions	
Shadow Shift (illusion) ✦ **At-Will**	
Effect: The lord gains concealment until the start of its next turn. If the lord is in an obscured square, it gains total concealment until the start of its next turn.	
Skills Stealth +17	
Str 25 (+16) **Dex** 16 (+12) **Wis** 15 (+11)	
Con 20 (+14) **Int** 11 (+9) **Cha** 22 (+15)	
Alignment unaligned **Languages** Deep Speech	

note of whether the characters study these depictions because those who do will receive a bonus to discern the ritual required to enter the shrine in area 7.

Stairs: Water and years of use have worn these steps. They are difficult terrain (DC 22 Acrobatics check to ignore). A creature that is suddenly forced onto the stairs must succeed on a similar Acrobatics check or fall to the next landing down, taking 3d6 damage and falling prone.

Monsters: Two umber hulk tunnelers lurk beneath the floor.

2D. Cloaker Lair: The sound of the rushing water from area 3 is quite loud here, but the strange acoustics of the 50-foot ceiling give the impression of many voices speaking indistinctly over one another.

Carving: A bas-relief on the southern wall shows Blibdoolpoolp placing a pearl in the center of a gigantic scallop shell. Kuo-toas prostrate themselves around the goddess while others use ropes to drag the shell from the sea.

Monsters: A cloaker lord hides near the ceiling.

Treasure: A kuo-toa corpse here still wears a suit of *+4 aqueous hide armor* (*Adventurer's Vault*, page 40) or carries another suitable level 19 magic item.

Tactics: The creatures here are not allies, but the cloaker lord uses the umber hulks as aids in its hunting and does not consider them to be enemies. When the umber hulks in one area attack, the others nearby join the fray during the second round of combat. The cloaker lord stealthily approaches the battle at the same time. It prefers targets isolated near its lair, such as someone an umber hulk has successfully used *snatch and run* against.

These predators aren't willing to die to have a meal. They retreat when significantly wounded, but they don't fall back into area 3 or pursue creatures into that area.

4 Umber Hulk Tunnelers	**Level 15 Skirmisher**
Large natural magical beast	XP 1,200 each
HP 148; **Bloodied** 74	**Initiative** +13
AC 29, **Fortitude** 28, **Reflex** 26, **Will** 25	**Perception** +15
Speed 5, burrow 2 (tunneling)	Darkvision, tremorsense 5
Standard Actions	
⊕ **Claw** ✦ **At-Will**	
Attack: Melee 2 (one creature); +20 vs. AC	
Hit: 1d8 + 7 damage.	
⸸ **Snatch and Run** ✦ **At-Will**	
Effect: The umber hulk uses *claw* twice against the same target. If at least one of the attacks hits, the umber hulk shifts up to 5 squares, pulling the target with it to a square adjacent to it.	
Minor Actions	
✧ **Rebuffing Gaze** (psychic) ✦ **At-Will** (1/round)	
Attack: Close blast 5 (enemies in the blast); +18 vs. Will	
Hit: Until the end of the target's next turn, it takes 2d6 psychic damage whenever it enters a square closer to the umber hulk.	
Str 22 (+13) **Dex** 18 (+11) **Wis** 16 (+10)	
Con 20 (+12) **Int** 5 (+4) **Cha** 11 (+7)	
Alignment unaligned **Languages** –	

Development

Kuo-toas in the complex fear the monsters here, so they don't patrol this area. If the party rests here, the kuo-toas pursue only if they know the cloaker lord and umber hulks have been killed. For example, if the characters make too much noise or use light in this area, the kuo-toas might realize that the monsters are gone. Such clues might also tip off the kuo-toas in area 3.

3. Cave of Murmurs

Combat Encounter Level 16 (7,375 XP)

Waterfalls in this cave create strange sounds that have drawn insane kuo-toas to lair here. They follow the crazed instructions of the mumbler that believes she understands the waterfalls' words.

Light: None.

Monsters: Kuo-toa mumbler, 3 kuo-toa cutters, 9 kuo-toa mad ones.

When the party reaches area 3A, read:
Below the ledge, where the cave opens onto a natural landing, water rushes eastward in a swift current. The bizarre echoes of the waterfalls create whispering noises that sound like nearly formed words.

The low crash of more falling water reverberates from the east. A mist that tastes of salt hangs in the air.

Perception DC 22: *Humanoid shapes dart about in the dark water.*

Characters who succeed on the initial Perception check spot the kuo-toa mad ones. Spotting the mumbler requires a check result of 29 or higher, and spotting one or more cutters requires a check result of 32 or higher.

Stream: This flowing water is 20 feet deep. Swimming requires a DC 15 Athletics check, and a creature must succeed by 5 or more to avoid sliding 2 squares to the east with the current at the end of its turn. Kuo-toas slide this way only if they choose to.

Waterfalls: A creature that moves over one of the waterfalls must make a saving throw to prevent the fall (no damage due to the deep water). Success leaves the creature clinging to the wet rocks, where it must succeed on a similar saving throw at the start of its next turn to keep from falling. Climbing the waterfalls requires DC 25 Athletics checks.

3A. River Overlook: The ledge here is 40 feet above the water. The damp stone has plenty of handholds (DC 20 Athletics checks to climb).

A cave mouth 10 feet below the surface of the water leads to area 3B. A character in the water notices the opening with a DC 16 Dungeoneering check or Perception check.

Monsters: Two mad ones and a cutter lurk in the water here, vigilant for intruders.

Kuo-Toa Mumbler **Level 13 Elite Lurker (Leader)**
Medium natural humanoid (aquatic) XP 1,600

HP 206; **Bloodied** 103 **Initiative** +16
AC 27, **Fortitude** 25, **Reflex** 27, **Will** 24 **Perception** +9
Speed 6, swim 6 Darkvision
Saving Throws +2; **Action Points** 1

Traits

☼ **Maddening Mumbles** (psychic) ✦ **Aura** 2
Any creature without the aquatic keyword that enters the aura or starts its turn there takes 10 psychic damage. A creature can take this damage only once per turn.

Aquatic
The mumbler can breathe underwater. In aquatic combat, it gains a +2 bonus to attack rolls against nonaquatic creatures.

Standard Actions

⊕ **Spear** (weapon) ✦ **At-Will**
Attack: Melee 1 (one creature); +18 vs. AC
Hit: 2d8 + 9 damage.

⸸ **Vicious Spear** (weapon) ✦ **At-Will**
Attack: Melee 1 (one blinded creature); +18 vs. AC
Hit: 3d8 + 13 damage.

Move Actions

Slick Maneuver ✦ **At-Will**
Requirement: The mumbler must be adjacent to an enemy.
Effect: The mumbler shifts up to 3 squares to another square adjacent to that enemy.

Minor Actions

Syllable of Strange Eons ✦ **Recharge** ⚃ ⚄ ⚅
Effect: Close burst 10 (allies in the burst); each target gains a +2 power bonus to Fortitude and Will, and the mumbler gains a +2 power bonus to all defenses, until the end of the mumbler's next turn.

Triggered Actions

Terrifying Revelation ✦ **At-Will**
Trigger: Syllable of strange eons ends.
Attack (No Action): Close burst 3 (enemies in the burst); +16 vs. Will
Hit: The target is blinded (save ends).

Skills Athletics +14, Stealth +17
Str 16 (+9) **Dex** 22 (+13) **Wis** 17 (+9)
Con 19 (+10) **Int** 17 (+9) **Cha** 14 (+8)
Alignment evil **Languages** Deep Speech
Equipment spear

3 Kuo-Toa Cutters **Level 16 Skirmisher**
Medium natural humanoid (aquatic) XP 1,400 each

HP 151; **Bloodied** 75 **Initiative** +17
AC 30, **Fortitude** 28, **Reflex** 30, **Will** 27 **Perception** +12
Speed 6, swim 6 Darkvision

Traits

Aquatic
The cutter can breathe underwater. In aquatic combat, it gains a +2 bonus to attack rolls against nonaquatic creatures.

Standard Actions

⊕ **Barbed Dagger** (weapon) ✦ **At-Will**
Attack: Melee 1 (one creature); +21 vs. AC
Hit: 4d4 + 14 damage.

⸸ **Crippling Strike** (weapon) ✦ **At-Will**
Attack: Melee 1 (one creature granting combat advantage to the cutter); +21 vs. AC
Hit: 2d4 + 4 damage, and the target is slowed and takes ongoing 10 damage (save ends both).

Move Actions

Slick Maneuver ✦ **At-Will**
Requirement: The cutter must be adjacent to an enemy.
Effect: The cutter shifts up to 3 squares to another square adjacent to the enemy.

Triggered Actions

⸸ **Swift Strike** ✦ **At-Will**
Trigger: An enemy misses the cutter with a melee attack.
Effect (Immediate Reaction): The cutter shifts 4 squares and uses *barbed dagger.*

Skills Acrobatics +20, Stealth +20
Str 21 (+13) **Dex** 24 (+15) **Wis** 19 (+12)
Con 15 (+10) **Int** 17 (+11) **Cha** 17 (+11)
Alignment evil **Languages** Deep Speech
Equipment dagger

3B. Mumbler Lair: Accessible through the underwater cave in 3A, this chamber is adorned with a staggering amount of shells and fish bones. A makeshift altar to Blibdoolpoolp has been constructed from the bones and chitin of a hook horror.

Monsters: The mumbler and five mad ones dwell in this cave.

Treasure: A pile of 100 pp lies in a shallow pool here. Near the makeshift altar is a jade box that

9 Kuo-Toa Mad Ones Level 12 Minion Skirmisher	
Medium natural humanoid (aquatic)	XP 175 each
HP 1; a missed attack never damages a minion.	**Initiative** +12
AC 26, **Fortitude** 23, **Reflex** 23, **Will** 25	**Perception** +7
Speed 6, swim 6	Darkvision
Traits	
☼ **Spreading Madness** ✦ **Aura** 1	
Enemies within the aura gain vulnerable 5 psychic.	
Aquatic	
The mad one can breathe underwater. In aquatic combat, it gains a +2 bonus to attack rolls against nonaquatic creatures.	
Standard Actions	
⊕ **Claw** ✦ **At-Will**	
Attack: Melee 1 (one creature); +17 vs. AC	
Hit: 10 damage, and the mad one shifts 1 square.	
⊹ **Eldritch Scream** (psychic) ✦ **At-Will**	
Attack: Close blast 3 (enemies in the blast); +15 vs. Will	
Hit: 5 psychic damage.	
Str 15 (+8) **Dex** 19 (+10) **Wis** 13 (+7)	
Con 19 (+10) **Int** 1 (+1) **Cha** 22 (+12)	
Alignment evil **Languages** –	

contains bejeweled utensils made of gold (serving and eating utensils for ten; 7,500 gp).

3C. Upper Falls: A cutter lurks where the river passes between the two ledges.

3D. Lower Falls: Two mad ones and a cutter swim here, worshiping the shell of an umber hulk.

Submerged Tunnels: Water-filled caverns 10 feet below the surface lead to areas 4 and 5. A character in this area can discover a tunnel opening by succeeding on a DC 17 Dungeoneering check or Perception check.

Tactics: At the first sign of intruders, the kuo-toas try to warn others in the area. Some attempt to swim through the underwater cave to area 3B to alert the mumbler. All kuo-toas join in the attack as soon as possible. If the fight starts at the top of the waterfalls, the combat becomes a running battle, with the kuo-toas descending the falls to make a stand in area 3D.

The crazed kuo-toas are unwilling to flee through the submerged tunnels in area 3D. They know that if they return to the temple area, imprisonment awaits them at the hands of the monitors.

4. Plague Houses

Combat Encounter Level 17 (8,550 XP)

The ruined temple complex, filled with kuo-toas, clings to the side of a gaping chasm. Monitors and sane harpooners contain the addled kuo-toas here, but the mad ones frequently spill into the streets in a riot of babbling and violence.

Light: Dim light from phosphorescent algae.

Monsters: 2 kuo-toa monitors, 4 kuo-toa harpooners, 10 kuo-toa mad ones.

When the party reaches 4A, read:

At the foot of the stairs, a swiftly running stream rushes under a bridge and over a cliff to the north. Beyond the cliff, a dark void looms overhead. Occasional choked cries and screeches emerge from the buildings scattered around the area, but echoes are absent in this vast space.

Structures here twist and bend upward from the ground like parodies of seashells carved from green stone. Blue-green algae that outlines the cracks and recesses of the wet walls accentuates the alien feel of this place.

Among the buildings, streets laid with scale-shaped pavers terminate abruptly at the jagged edge of a chasm. Scattered through the streets, slumped shapes bristle with harpoons and crossbow bolts. The odor of rotting fish is overwhelming.

A bulbous-eyed fish creature wielding a shield and barbed spear stands ready at the western end of the bridge. Another, its only weapon a slung crossbow, stands in a gap between two nearby buildings to the west.

The kuo-toas guarding this area keep their insane kin in area 4D and out of area 6. If they see intruders, they blow conch horns to raise an alarm. See the "Tactics" section for more information.

Stream: The water here is 20 feet deep. Swimming requires a DC 15 Athletics check, and a creature must succeed by 5 or more to avoid moving 2 squares to the north with the current. Kuo-toas slide this way only if they choose to do so.

Submerged Tunnels: Entry points to the submerged tunnels are 10 feet beneath the surface and can be detected with a successful DC 17 Dungeoneering check or Perception check.

Waterfall: The great chasm is miles deep. Those who fall plummet 100 feet before landing on an outcropping, at which time they make a second saving throw. A second failure results in a fatal fall. Climbing back up the rough, wet wall requires DC 20 Athletics checks.

4A. Stream and Crossing: The bridge spans the swift current that plunges into the chasm.

Monsters: A kuo-toa harpooner stands guard near the bridge, and a monitor stands in the gap between the buildings 4B and 4D. Another harpooner stands next to the northwestern door of 4D.

Doors to Area 6: These doors, ornately carved with images of kuo-toas, are locked. They can be opened with a key carried by a kuo-toa monitor (see 4B). In addition, the locks can be picked with a DC 31 Thievery check, or the doors can be battered open with a DC 31 Athletics check.

4B. Guard Post: This area is in disarray. The walls are carved with nonsensical graffiti, and broken possessions are strewn about.

Monsters: The other monitor and harpooners dwell here, three of them resting while the others guard the bridge and area 4D. The monitor currently at rest carries a key to the door leading to area 6.

Treasure: The western chamber has an altar adorned with an offering of five pearls, each the size of a plum (1,000 gp each).

2 Kuo-Toa Monitors	Level 16 Skirmisher
Medium natural humanoid (aquatic)	XP 1,400 each
HP 153; **Bloodied** 76	**Initiative** +15
AC 30, **Fortitude** 27, **Reflex** 28, **Will** 26	**Perception** +15
Speed 6, swim 6	Darkvision

Traits

Aquatic

The kuo-toa can breathe underwater. In aquatic combat, it gains a +2 bonus to attack rolls against nonaquatic creatures.

Standard Actions

Slam ✦ At-Will

Attack: Melee 1 (one creature); +21 vs. AC

Hit: 3d10 + 8 damage.

Crossbow (weapon) **✦ At-Will**

Attack: Ranged 15 (one creature); +21 vs. AC

Hit: 3d8 + 8 damage.

Leap Kick ✦ At-Will

Effect: The kuo-toa monitor shifts up to 2 squares and uses *slam*.

Lightning Fist (lightning) **✦ Encounter**

Attack: Melee 1 (one creature); +19 vs. Reflex

Hit: 2d10 + 8 lightning damage, and the target is stunned (save ends).

Miss: Half damage, and the target is dazed (save ends).

Move Actions

Slick Maneuver ✦ At-Will

Requirement: The kuo-toa must be adjacent to an enemy.

Effect: The kuo-toa shifts up to 3 squares to another square adjacent to the enemy.

Skills Acrobatics +18, Dungeoneering +15

Str 19 (+12)	**Dex** 20 (+13)	**Wis** 15 (+10)
Con 17 (+11)	**Int** 15 (+10)	**Cha** 16 (+11)

Alignment evil **Languages** Deep Speech

Equipment leather armor, crossbow, 20 bolts

4C. Streets and Ruined Buildings: The few remaining avenues of the complex are littered with dead kuo-toas. Many are piles of bones, victims of the original cataclysm. Recently killed kuo-toas are among the ancient dead, casualties of the madness that spread throughout the whip's expedition.

4D. Temple of the Mad: This temple to Blibdoolpoolp was ransacked in the madness that overcame the expedition. The floor is littered with bodies.

4 Kuo-Toa Harpooners	Level 14 Soldier
Medium natural humanoid (aquatic)	XP 1,000 each
HP 137; **Bloodied** 68	**Initiative** +12
AC 30, **Fortitude** 26, **Reflex** 26, **Will** 24	**Perception** +13
Speed 6, swim 6	Darkvision

Traits

Aquatic

The kuo-toa can breathe underwater. In aquatic combat, it gains a +2 bonus to attack rolls against nonaquatic creatures.

Standard Actions

Harpoon (weapon) **✦ At-Will**

Attack: Melee 1 (one creature); +19 vs. AC

Hit: 2d8 + 8 damage, and the kuo-toa grabs the target (escape DC 21). Until the grab ends, the target takes ongoing 5 damage, and the kuo-toa can't make attacks using this harpoon.

Reeling Harpoon (weapon) **✦ At-Will**

Attack: Ranged 10 (one creature); +19 vs. AC

Hit: 2d8 + 8 damage, and the kuo-toa makes a secondary attack against the target.

Secondary Attack: +17 vs. Fortitude

Hit: 1d8 + 6 damage, and the kuo-toa pulls the target up to 3 squares.

Move Actions

Slick Maneuver ✦ At-Will

Requirement: The kuo-toa must be adjacent to an enemy.

Effect: The kuo-toa shifts up to 3 squares to another square adjacent to the enemy.

Triggered Actions

Sticky Shield ✦ At-Will

Trigger: An adjacent enemy misses the kuo-toa with a melee weapon attack.

Attack (Immediate Reaction): Melee 1 (the triggering enemy); +17 vs. Reflex

Hit: The weapon used for the triggering attack drops in the target's space.

Str 17 (+10)	**Dex** 17 (+10)	**Wis** 13 (+8)
Con 17 (+10)	**Int** 13 (+8)	**Cha** 15 (+9)

Alignment evil **Languages** Deep Speech

Equipment leather armor, slimy light shield, 4 harpoons

Monsters: Ten mad ones remain here, eager to sacrifice anything that enters the temple.

Submerged Tunnel: The drowning pool before the altar is clogged with corpses. Creatures attempting to enter the temple through the submerged tunnel must make a DC 22 Athletics check to push the corpses out of the way.

10 Kuo-Toa Mad Ones	Level 12 Minion Skirmisher
Medium natural humanoid (aquatic)	XP 175 each
HP 1; a missed attack never damages a minion.	**Initiative** +12
AC 26, **Fortitude** 23, **Reflex** 23, **Will** 25	**Perception** +7
Speed 6, swim 6	Darkvision

Traits

Spreading Madness ✦ Aura 1

Enemies within the aura gain vulnerable 5 psychic.

Aquatic

The mad one can breathe underwater. In aquatic combat, it gains a +2 bonus to attack rolls against nonaquatic creatures.

Standard Actions

Claw ✦ At-Will

Attack: Melee 1 (one creature); +17 vs. AC

Hit: 10 damage, and the mad one shifts 1 square.

Eldritch Scream (psychic) **✦ At-Will**

Attack: Close blast 3 (enemies in the blast); +15 vs. Will

Hit: 5 psychic damage.

Str 15 (+8)	**Dex** 19 (+10)	**Wis** 13 (+7)
Con 19 (+10)	**Int** 1 (+1)	**Cha** 22 (+12)

Alignment evil **Languages** –

Altar: The altar to the Sea Mother has a large sculpture of a lobster (DC 31 Religion check to identify this as an altar to Blibdoolpoolp, whose favored creature is a lobster).

Treasure: Scattered around the altar are 4,000 gp, a gold-and-diamond necklace (5,000 gp), and a gold-and-diamond trimmed mirror (4,000 gp).

Tactics: When the alarm sounds or battle occurs, the kuo-toas at rest in area 4B join the combat at the start of the following round. Mad ones swarm out of area 4D at the start of the round after that. Heedless of their own safety, the mad ones attack any creature that is not a kuo-toa.

During the fight, at least a few harpooners cross the stream. Then they use *reeling harpoon* to yank foes into the river.

The sane kuo-toas are aware of the submerged tunnels. After the monitors are slain, bloodied harpooners might use the tunnels to escape.

5. Spawning Pools

Combat Encounter Level 17 (8,800 XP)

The spawning pools provide an alternative means to reach the shrine.

Light: Dim light from phosphorescent algae.

Monsters: Kuo-toa lash, 4 water archon tide striders, 8 kuo-toa guards.

When the party enters area 5A, read:

A large pool nearly fills the floor of this cavern. Two stone ladders at one end lead to the top of a dam. Water pours into the pool through four open spillways in the dam.

Perception DC 23: *A number of humanoid shapes flit deep within the water of the pool.*

The lash and its assistants are here to test the dam mechanism and drainage controls.

Pools: The water in all pools is 40 feet deep unless otherwise noted.

5A. Fingerling Pool: Young kuo-toa fingerlings mature in this pool. Although no young are present at the moment, six guards and the lash swim at the bottom, looking for predators that could attack future fingerlings.

Located at the bottom of the pool is a submerged passage to area 5C. A metal hatch can seal or unseal the passage, controlled by a wheel in area 5B. The hatch is currently open.

5B. Reservoir: The dam, which is 30 feet high, controls the amount of water flowing into areas 5A and 5C. Two kuo-toa guards stand at the controls, awaiting instructions from the lash.

Two large, corroded metal wheels at the east end of the chamber operate the spillways of the dam and the valve that seals the underwater passage between areas 5A and 5C.

Shutting the spillways causes the water in area 5A's pool to drain at a rate of 5 feet every minute unless the valve between 5A and 5C is sealed.

Kuo-Toa Lash **Level 15 Artillery**
Medium natural humanoid (aquatic) XP 1,200

HP 115; **Bloodied** 57 **Initiative** +12
AC 27, **Fortitude** 28, **Reflex** 27, **Will** 26 **Perception** +10
Speed 6, swim 6 Darkvision

Traits

Aquatic
The lash can breathe underwater. In aquatic combat, it gains a +2 bonus to attack rolls against nonaquatic creatures.

Standard Actions

Trident (weapon) ✦ **At-Will**
Attack: Melee 1 (one creature); +20 vs. AC
Hit: 2d8 + 9 damage.

Lightning Trident (lightning, weapon) ✦ **At-Will**
Attack: Ranged 3/6 (one creature); +22 vs. AC
Hit: 3d8 + 10 lightning damage.
Effect: The trident returns to the lash.

Fill Lungs ✦ **At-Will**
Attack: Ranged 20 (one creature); +20 vs. Fortitude
Hit: 2d6 + 7 damage, and the target is slowed and takes ongoing 5 damage (save ends both).

Forked Lightning (lightning) ✦ **Recharge** when the lash bloodies an enemy or reduces an enemy to 0 hit points or fewer
Attack: Area burst 2 within 10 (one, two, or three creatures in the burst); +20 vs. Fortitude
Hit: 2d6 + 6 lightning damage, and the target is blinded until the start of the lash's next turn.

Move Actions

Slick Maneuver ✦ **At-Will**
Requirement: The lash must be adjacent to an enemy.
Effect: The lash shifts 3 squares to another square adjacent to the enemy.

Skills Dungeoneering +15, Religion +14
Str 23 (+13) **Dex** 20 (+12) **Wis** 17 (+10)
Con 19 (+11) **Int** 15 (+9) **Cha** 18 (+11)
Alignment evil **Languages** Deep Speech
Equipment trident, ceremonial knife

4 Water Archon Tide Striders **Level 15 Skirmisher**
Medium elemental humanoid (aquatic, water) XP 1,200 each

HP 144; **Bloodied** 72 **Initiative** +13
AC 29, **Fortitude** 27, **Reflex** 28, **Will** 26 **Perception** +9
Speed 6, swim 8
Immune disease, poison; **Resist** 10 acid

Traits

Body Torrent ✦ **Aura** 1
If an enemy in the aura hits or misses the archon with an attack, the archon can push the enemy 1 square.

Aquatic
The archon can breathe underwater. In aquatic combat, it gains a +2 bonus to attack rolls against nonaquatic creatures.

Frozen Waves
Whenever the archon takes cold damage, it is slowed until the end of its next turn.

Standard Actions

Greatspear (weapon) ✦ **At-Will**
Attack: Melee 2 (one creature); +20 vs. AC
Hit: 2d12 + 10 damage, and if the target is granting combat advantage to the archon, the target falls prone.

Way of Water ✦ **Recharge**
Effect: The archon shifts up to its speed. Each time an enemy is within 2 squares of the archon for the first time during the move, the archon uses *greatspear* against that enemy.

Str 17 (+10) **Dex** 19 (+11) **Wis** 14 (+9)
Con 16 (+10) **Int** 15 (+9) **Cha** 14 (+9)
Alignment chaotic evil **Languages** Primordial
Equipment scale armor, greatspear

5C. Breeding Pool: Dominated by an idol of Blibdoolpoolp at one end, this chamber is intended for the fertilization of kuo-toa eggs. Four water archons guard the breeding area, tied for centuries to the idol of Blibdoolpoolp. They understand Deep Speech and take orders from the kuo-toa lash.

Drain Plug: A 200-foot shaft descends from the pool bottom and extends another 300 feet horizontally before emptying into the lobster tank in the shrine (area 9). A metal wheel, similar to those in area 5B, can close the hatch at the bottom of the pool. If the hatch is open and the spillways in area 5B are

8 Kuo-Toa Guards	Level 16 Minion Skirmisher
Medium natural humanoid (aquatic)	XP 350 each
HP 1; a missed attack never damages a minion.	**Initiative** +13
AC 30, **Fortitude** 28, **Reflex** 29, **Will** 27	**Perception** +12
Speed 6, swim 6	Darkvision
Traits	
Aquatic	
The kuo-toa can breathe underwater. In aquatic combat, it gains a +2 bonus to attack rolls against nonaquatic creatures.	
Standard Actions	
⊕ **Spear** (weapon) ✦ **At-Will**	
Attack: Melee 1 (one creature); +21 vs. AC	
Hit: 12 damage.	
Move Actions	
Slick Maneuver ✦ **At-Will**	
Requirement: The kuo-toa must be adjacent to an enemy.	
Effect: The kuo-toa shifts up to 3 squares to another square adjacent to the enemy.	
Str 15 (+10) **Dex** 16 (+11) **Wis** 9 (+7)	
Con 15 (+10) **Int** 11 (+8) **Cha** 13 (+9)	
Alignment evil **Languages** Deep Speech	
Equipment leather armor, light shield, spear	

closed, this pool drains at 5 feet per minute after the fingerling pool is emptied. If the shaft has been emptied, the characters can climb down (DC 20 Athletics checks). Even if the shaft has been drained, the horizontal passage to the shrine remains submerged.

Treasure: Scattered across the area around the idol are 4,000 gp.

Tactics: All the kuo-toas notice if a bright light source appears in the room. They attack any intruders they see.

The lash attacks enemies who stay out of the water, diving under after it attacks. The guards focus on foes in the pools.

If the lash is bloodied or more than half of the guards are slain, the kuo-toas fall back to the breeding pool. When there, they wait at the pool bottom for foes on the surface to engage the water archons.

6. Captive Pens

Combat Encounter Level 17 (8,400 XP)

A few kuo-toas stand watch over future sacrifices. Victims captured alive by the monitors are held here until more sacrifices are required by the whip.

Light: None.

Monsters: 3 kuo-toa cutters, 8 kuo-toa mad ones, 2 mad drow warlocks.

When the party enters the area, read:

Beyond the double doors, a dark corridor echoes with insane cries and squelching sounds. A number of doors line both sides of the hall. Other than the door closest to you, they are barred and connected to a mechanism of rods and gears attached to the ceiling.

Thievery DC 16: *The barred doors can likely be opened, at once or individually, from another location.*

Door Mechanisms: A creature that stands adjacent to a door and makes a DC 22 Thievery check can prevent that door from opening when the levers in 6A are pulled. If the character succeeds by 5 or more, he or she can jam all the doors at once.

6A. Jailers' Quarters: The jailers, three kuo-toa cutters, have locked themselves in this room. Levers in the room can be pulled to open the doors to 6B and 6C.

Doors: Both doors are locked, and each can be opened with a DC 22 Thievery check. A door can also be battered down with a DC 31 Athletics check.

One cutter carries a set of keys for doors leading to 6A and 6D.

Treasure: Each guard has five rubies (2,000 gp each) that are cut so the facets form an hourglass shape. A DC 22 Arcana check or Dungeoneering check reveals that this cut is common among drow.

3 Kuo-Toa Cutters	Level 16 Skirmisher
Medium natural humanoid (aquatic)	XP 1,400 each
HP 151; **Bloodied** 75	**Initiative** +17
AC 30, **Fortitude** 28, **Reflex** 30, **Will** 27	**Perception** +12
Speed 6, swim 6	Darkvision
Traits	
Aquatic	
The cutter can breathe underwater. In aquatic combat, it gains a +2 bonus to attack rolls against nonaquatic creatures.	
Standard Actions	
⊕ **Barbed Dagger** (weapon) ✦ **At-Will**	
Attack: Melee 1 (one creature); +21 vs. AC	
Hit: 4d4 + 14 damage.	
⸸ **Crippling Strike** (weapon) ✦ **At-Will**	
Attack: Melee 1 (one creature granting combat advantage to the cutter); +21 vs. AC	
Hit: 2d4 + 4 damage, and the target is slowed and takes ongoing 10 damage (save ends both).	
Move Actions	
Slick Maneuver ✦ **At-Will**	
Requirement: The cutter must be adjacent to an enemy.	
Effect: The cutter shifts 3 squares to another square adjacent to the enemy.	
Triggered Actions	
⸸ **Swift Strike** ✦ **At-Will**	
Trigger: An enemy misses the cutter with a melee attack.	
Effect (Immediate Reaction): The cutter shifts 4 squares and uses *barbed dagger.*	
Skills Acrobatics +20, Stealth +20	
Str 21 (+13) **Dex** 24 (+15) **Wis** 19 (+12)	
Con 15 (+10) **Int** 17 (+11) **Cha** 17 (+11)	
Alignment evil **Languages** Deep Speech	
Equipment dagger	

6B. Holding Pen: This squalid chamber holds eight kuo-toa mad ones, in addition to numerous others that died from starvation or cannibalism.

6C. Isolation Cells: Each of these cells holds a captive drow.

6D. Chasm Steps: The doors that lead to this staircase are locked. The locks can be opened with the jailer's keys (see 6A). Alternatively, the characters

8 Kuo-Toa Mad Ones	Level 12 Minion Skirmisher
Medium natural humanoid (aquatic)	XP 175 each
HP 1; a missed attack never damages a minion.	**Initiative** +12
AC 26, **Fortitude** 23, **Reflex** 23, **Will** 25	**Perception** +7
Speed 6, swim 6	Darkvision
Traits	
☼ **Spreading Madness** ✦ **Aura** 1	
Enemies within the aura gain vulnerable 5 psychic.	
Aquatic	
The mad one can breathe underwater. In aquatic combat, it gains a +2 bonus to attack rolls against nonaquatic creatures.	
Standard Actions	
⊕ **Claw** ✦ **At-Will**	
Attack: Melee 1 (one creature); +17 vs. AC	
Hit: 10 damage, and the mad one shifts 1 square.	
⊹ **Eldritch Scream** (psychic) ✦ **At-Will**	
Attack: Close blast 3 (enemies in the blast); +15 vs. Will	
Hit: 5 psychic damage.	
Str 15 (+8) **Dex** 19 (+10) **Wis** 13 (+7)	
Con 19 (+10) **Int** 1 (+1) **Cha** 22 (+12)	
Alignment evil **Languages** –	

can pick the locks with a DC 22 Thievery check or batter open the doors with a DC 31 Athletics check.

The natural staircase runs down the chasm wall. See "Shrine of the Kuo-toas" on this page for more details.

Tactics: The cutters know that the starved and insane prisoners will attack intruders. If the cutters hear any suspicious sounds, they pull the levers that open the doors to 6B and 6C. Intent on imprisoning the victors, the cutters emerge when battle sounds have died away.

The two captured drow have been starved and long ago succumbed to the kuo-toas' madness. They still consider kuo-toas to be enemies. Although the drow focus their attacks on the adventurers, their *psychic swarm* zones are harmful to kuo-toas.

2 Mad Drow Warlocks	Level 16 Artillery
Medium fey humanoid	XP 1,400 each
HP 123; **Bloodied** 61	**Initiative** +12
AC 30, **Fortitude** 28, **Reflex** 27, **Will** 29	**Perception** +12
Speed 6	Darkvision
Standard Actions	
⊕ **Force Fangs** (force, implement, poison) ✦ **At-Will**	
Attack: Melee 1 (one creature); +21 vs. AC	
Hit: 1d4 + 5 force damage, and ongoing 15 poison damage (save ends).	
⊰ **Venom Ray** (implement, poison) ✦ **At-Will**	
Attack: Ranged 10 (one or two creatures); +21 vs. Reflex	
Hit: 2d10 + 7 poison damage.	
Minor Actions	
⊹ **Psychic Swarm** (poison, psychic, zone) ✦ **Recharge** ⚄ ⁞⁞	
Effect: Close burst 2. The burst creates a zone that lasts until the end of the drow's next turn and moves with the drow. Enemies grant combat advantage and take a –4 penalty to saving throws while in the zone, and any enemy that ends its turn there takes 10 poison and psychic damage.	
Skills Arcana +20, Intimidate +18	
Str 15 (+10) **Dex** 18 (+12) **Wis** 8 (+7)	
Con 21 (+13) **Int** 17 (+11) **Cha** 24 (+15)	
Alignment chaotic evil **Languages** Deep Speech, Elven	

Shrine of the Kuo-Toas

This shrine was the central feature of the original temple complex. Despite the calamity that sank the complex, the Pearl of the Sea Mother protected the shrine. The staircase from area 6D and the drainage shaft from area 5C lead to the shrine. As described in 5C, the shaft leads to the lobster tank (area 9).

When the party descends from 6D, read:

A slippery natural staircase winds its way down an underground cliff. After descending several hundred feet along a switchback path down the chasm wall, the stairs end on a boulder-strewn beach on the shore of an underground sea. The water stretches into the gloom as far as the light allows you to see.

The blue-green glow of algae illuminates an enormous scallop shell, perhaps 200 feet across, on the beach. The shell is partially submerged in the water. You can't tell whether the shell is an example of exceptional construction or the discarded husk of a once-living monstrosity.

A wall of green stone set with a pair of doors at its center holds the shell open. Numerous tracks mark the 100 feet between the steps and the double doors. Among the tracks are those of kuo-toas and various humanoids.

7. Entry Hall

Exploration Encounter (1,200 XP)

Carvings in these halls denote the sacred nature of the shrine and reveal the proper way to adore the Sea Mother.

Light: Dim light from phosphorescent algae.

When the party enters area 7, read:

The short entry corridor opens into a wide vestibule. Twisting patterns, like kelp rising from the sea floor, are etched into the stone walls. A mosaic of blue and green tiles marks paths to broad archways to the east and west. Through one is a low-sided pool. Beyond the other are basins overflowing with shells.

Directly ahead is another pair of doors carved with an image of Blibdoolpoolp, draped in seaweed, her arms outstretched. Her empty claws partially extend from the carving. Dripping kuo-toas with bowls of offerings kneel at her feet.

This vestibule is meant to allow worshipers to purify themselves and to ensure that only the faithful enter the shrine.

Western Room: The 10-foot-deep pool here contains seawater with seaweed growing in it. Sponges are scattered around the pool.

Eastern Room: Dry basins in this room contain hundreds of shells. Water-filled basins contain living lobsters and smaller sea creatures.

Ritual of Entry: To purify itself for entry, a creature must be doused with seawater and draped in kelp. One of Blibdoolpoolp's claws on the door must contain a shell, and the other must hold a lobster.

A DC 22 Religion check or DC 31 Insight check can determine the required steps of the ritual. A character who studied the bas-reliefs in area 2C gains a +4 bonus to these checks.

Gate of Zealotry: A trap wards the doors that access the shrine. Creatures dominated by the trap are forced to attack their allies.

The doors open for a creature that has undertaken the ritual of entry. They can also be destroyed. Sounds of the doors being destroyed alert the kuo-toas and activate the stone golem in area 8. These creatures investigate the disturbance, waiting for intruders inside the gate.

Gate of Zealotry Object	**Level 15 Trap** XP 1,200
Detect automatic	**Initiative** +6
HP 140	
AC 26, **Fortitude** 24, **Reflex** 15, **Will** –	
Immune necrotic, poison, psychic, forced movement, all conditions, ongoing damage	
Triggered Actions	
Attack ✦ At-Will	
Trigger: A creature that has not performed the ritual of entry touches or passes through the gate.	
Attack (Opportunity Action): Melee 1 (the triggering creature); +18 vs. Will	
Hit: The target is dominated (save ends).	
Aftereffect: The target is dominated (save ends)	

8. Monitor Retreat

Combat Encounter Level 18 (10,200 XP)

Three kuo-toa monitors are here, training other kuo-toas to shield themselves from madness.

Light: None.

Monsters: Stone golem, 3 kuo-toa monitors, 8 kuo-toa guards.

When the party enters area 8A, read:
The sound of lapping water emerges from this dark chamber. The small amount of illumination from the hallway reveals a room furnished with weapon racks arranged around a wide pool. A 10-foot-tall stone statue of the Sea Mother, adorned with a gold and coral necklace, looms in the far corner of the chamber.

Perception DC 22: *Low murmurs emanate from a door to the south.*

8A. Practice Hall: The pool here is 20 feet deep, and a submerged tunnel leads out of it and into the central shrine. Weapon racks here contain spears, harpoons, and crossbows.

Golem: The statue in the southeast corner is a stone golem. It remains inactive unless its necklace is removed, a language other than Deep Speech is spoken aloud in area 8A, or the doors of the entry hall (area 7) are forced open.

Treasure: The gold and coral necklace adorning the golem is worth 5,000 gp.

8B. Meditation Rooms: Three monitors that are in meditation occupy these bare cells.

8C. Recruit Barracks: The kuo-toa guards are here, tending to their weapons and reciting verses meant to instill mental discipline.

Stone Golem — **Level 17 Elite Soldier**
Large natural animate (construct) — XP 3,200

HP 336; **Bloodied** 168 — **Initiative** +8
AC 33, **Fortitude** 31, **Reflex** 28, **Will** 27 — **Perception** +7
Speed 6 (cannot shift) — Darkvision
Immune disease, poison
Saving Throws +2; **Action Points** 1

Standard Actions

Slam ✦ At-Will
Attack: Melee 2 (one creature); +22 vs. AC
Hit: 4d6 + 11 damage, and the golem can push the target 1 square.

Double Attack ✦ At-Will
Effect: The golem uses *slam* twice. Each attack knocks the target prone if it hits.

Golem Rampage ✦ Recharge ⚄ ⁞⁞
Effect: The golem moves up to its speed + 2. During this movement, the golem can move through enemies' spaces, and when the golem first enters any creature's space, it uses *slam* against that creature.

Triggered Actions

Death Burst
Trigger: The golem drops to 0 hit points.
Attack (No Action): Close burst 1 (creatures in the burst); +22 vs. AC
Hit: 2d12 + 10 damage.
Effect: The golem is destroyed. The area of the burst becomes difficult terrain until cleared.

Str 24 (+15) **Dex** 7 (+6) **Wis** 8 (+7)
Con 24 (+15) **Int** 3 (+4) **Cha** 3 (+4)
Alignment unaligned **Languages** –

Tactics: All the kuo-toas emerge if they hear intruders in the practice hall. The monitors stun opponents, and the guards bull rush stunned opponents into the pool. If all the monitors are slain, any remaining guards flee through the submerged tunnel to area 11.

The monitors are aware of the golem's properties. If confronted with intruders, a monitor moves adjacent to the statue and uses a minor action to snatch the necklace from its neck. The golem then moves to block the doors out of 8A. It slams foes into the pool if it can and pursues any adventurers who flee this area.

3 Kuo-Toa Monitors — **Level 16 Skirmisher**
Medium natural humanoid (aquatic) — XP 1,400 each

HP 153; **Bloodied** 76 — **Initiative** +15
AC 30, **Fortitude** 27, **Reflex** 28, **Will** 26 — **Perception** +15
Speed 6, swim 6 — Darkvision

Traits

Aquatic
The kuo-toa can breathe underwater. In aquatic combat, it gains a +2 bonus to attack rolls against nonaquatic creatures.

Standard Actions

Slam ✦ At-Will
Attack: Melee 1 (one creature); +21 vs. AC
Hit: 3d10 + 8 damage.

Crossbow (weapon) **✦ At-Will**
Attack: Ranged 15 (one creature); +21 vs. AC
Hit: 3d8 + 8 damage.

Leap Kick ✦ At-Will
Effect: The kuo-toa monitor shifts up to 2 squares and uses *slam*.

Lightning Fist (lightning) **✦ Encounter**
Attack: Melee 1 (one creature); +19 vs. Reflex
Hit: 2d10 + 8 lightning damage, and the target is stunned (save ends).
Miss: Half damage, and the target is dazed (save ends).

Move Actions

Slick Maneuver ✦ At-Will
Requirement: The kuo-toa must be adjacent to an enemy.
Effect: The kuo-toa shifts up to 3 squares to another square adjacent to the enemy.

Skills Acrobatics +18, Dungeoneering +15
Str 19 (+12) **Dex** 20 (+13) **Wis** 15 (+10)
Con 17 (+11) **Int** 15 (+10) **Cha** 16 (+11)
Alignment evil **Languages** Deep Speech
Equipment leather armor, crossbow, 20 bolts

8 Kuo-Toa Guards **Level 16 Minion Skirmisher**
Medium natural humanoid (aquatic) XP 350 each

HP 1; a missed attack never damages a minion. **Initiative** +13
AC 30, **Fortitude** 28, **Reflex** 29, **Will** 27 **Perception** +12
Speed 6, swim 6 Darkvision

Traits

Aquatic
The kuo-toa can breathe underwater. In aquatic combat, it gains a +2 bonus to attack rolls against nonaquatic creatures.

Standard Actions

Spear (weapon) ✦ **At-Will**
Attack: Melee 1 (one creature); +21 vs. AC
Hit: 12 damage.

Move Actions

Slick Maneuver ✦ **At-Will**
Requirement: The kuo-toa must be adjacent to an enemy.
Effect: The kuo-toa shifts up to 3 squares to another square adjacent to the enemy.

Str 15 (+10) **Dex** 16 (+11) **Wis** 9 (+7)
Con 15 (+10) **Int** 11 (+8) **Cha** 13 (+9)
Alignment evil **Languages** Deep Speech
Equipment leather armor, light shield, spear

9. Lobster Tank

Combat Encounter Level 17 (8,000 XP)

This chamber holds giant lobsters, favored creatures of Blibdoolpoolp.

Light: Dim light from phosphorescent algae.

Monsters: 2 kuo-toa lashes, 2 giant lobsters.

When the party can see the platform, read:
A platform juts out over a pool, and tiny waves lap at the stone. Two kuo-toas stand watch beside metal wheels anchored to the floor. Several barrels perched near the water's edge give off a rank smell of fish.

Perception DC 17: *Ponderous shapes swim beneath the waves.*

9A. Feeding Platform: Barrels of chum, used to feed the lobsters, rest near the edge of the platform.

2 Kuo-Toa Lashes **Level 15 Artillery**
Medium natural humanoid (aquatic) XP 1,200 each

HP 115; **Bloodied** 57 **Initiative** +12
AC 27, **Fortitude** 28, **Reflex** 27, **Will** 26 **Perception** +10
Speed 6, swim 6 Darkvision

Traits

Aquatic
The lash can breathe underwater. In aquatic combat, it gains a +2 bonus to attack rolls against nonaquatic creatures.

Standard Actions

Trident (weapon) ✦ **At-Will**
Attack: Melee 1 (one creature); +20 vs. AC
Hit: 2d8 + 9 damage.

Lightning Trident (lightning, weapon) ✦ **At-Will**
Attack: Ranged 3/6 (one creature); +22 vs. AC
Hit: 3d8 + 10 lightning damage.
Effect: The trident returns to the lash.

Fill Lungs ✦ **At-Will**
Attack: Ranged 20 (one creature); +20 vs. Fortitude
Hit: 2d6 + 7 damage, and the target is slowed and takes ongoing 5 damage (save ends both).

Forked Lightning (lightning) ✦ **Recharge** when the lash bloodies an enemy or reduces an enemy to 0 hit points or fewer
Attack: Area burst 2 within 10 (one, two, or three creatures in the burst); +20 vs. Fortitude
Hit: 2d6 + 6 lightning damage, and the target is blinded until the start of the lash's next turn.

Move Actions

Slick Maneuver ✦ **At-Will**
Requirement: The lash must be adjacent to an enemy.
Effect: The lash shifts 3 squares to another square adjacent to the enemy.

Skills Dungeoneering +15, Religion +14
Str 23 (+13) **Dex** 20 (+12) **Wis** 17 (+10)
Con 19 (+11) **Int** 15 (+9) **Cha** 18 (+11)
Alignment evil **Languages** Deep Speech
Equipment trident, ceremonial knife

Metal Wheels: These two metal wheels control hatches to the submerged passages. One controls the hatch that leads to the shaft from the breeding pool (area 5C). The other wheel controls both hatches to the central shrine (currently closed).

2 Giant Lobsters **Level 16 Elite Soldier**
Large natural beast (aquatic) XP 2,800 each

HP 314; **Bloodied** 157 **Initiative** +13
AC 32, **Fortitude** 30, **Reflex** 26, **Will** 27 **Perception** +12
Speed 6, swim 8 Darkvision
Saving Throws +2; **Action Points** 1

Traits

Aquatic
The lobster can breathe underwater. In aquatic combat, it gains a +2 bonus to attack rolls against nonaquatic creatures.

Mindless Pursuit
At the start of its turn, the lobster can make a saving throw against any one effect that a save can end.

Standard Actions

Claw ✦ **At-Will**
Requirement: The lobster must have no more than one creature grabbed.
Attack: Melee 2 (one creature); +21 vs. AC
Hit: 2d10 + 13 damage, and the target is grabbed (escape DC 22). A target grabbed by the lobster takes 25 damage at the end of each of the target's turns.

Snapping Claws ✦ **At-Will**
Requirement: The lobster must have no creature grabbed.
Effect: The lobster uses *claw* twice.

Str 21 (+13) **Dex** 16 (+11) **Wis** 18 (+12)
Con 24 (+15) **Int** 2 (+4) **Cha** 5 (+5)
Alignment unaligned **Languages** –

Chum: If the barrels are tipped into an adjacent square in the pool (DC 17 Athletics check), the lobsters spend their next turns moving toward that square (see "Tactics").

9B. Lobster Tank: This pool is 20 feet deep. The giant lobsters lurk at the bottom.

Tactics: The lashes use the chum to draw the lobsters into battle. Then the kuo-toas dive into the pool and use *fill lungs* to slow targets for the lobsters.

Ignoring the kuo-toas, the lobsters attack any other creature they see. If chum is dumped into the pool, the lobsters are distracted for one turn while they instinctively swim toward the dead fish. On their

next turn, they ignore the chum in favor of attacking living prey. The lobsters climb onto the platform if they need to do so to attack creatures there.

10. Quarters of the Chosen

Exploration and Roleplaying Encounter

The whip and her acolytes attend to other duties, and their quarters are in disarray.

Light: Dim light from phosphorescent algae.

Other Creatures: 10 human sailors.

When the party enters area 10A, read:
Braziers of incense fill the air with the stench of rotten fish and smoke. Carvings of kuo-toa attacks and rituals present graphic depictions of depravity. Books, bowls of shells, and other offerings are strewn haphazardly around the room. Ragged-edged pages and wooden carvings float on the surface of a pool at one end of the room.

10A. Prayer Room and Lashes' Quarters: Notes scrawled in the Rellanic script litter the floor and describe vile rituals and insane notions about the gods. The "paper" is actually a type of slick leather. The three chambers to the west, which belong to the lashes, are in similar disarray.

The pool here is 20 feet deep, and a submerged tunnel leads into the central shrine.

10B. Whip's Chamber: Amid all manner of religious paraphernalia, several tomes made of slick, waterproof leather recount the epochs of the kuo-toa race. Some items pertain to Blibdoolpoolp, but others are clearly remnants taken from captives who worshiped other gods. Much of the whip's research revolves around a means to use the Pearl of the Sea Mother to call Blibdoolpoolp to the world or communicate with her.

10 Human Sailors **Level 15 Minion Skirmisher**
Medium natural humanoid

HP 1; a missed attack never damages a minion. **Initiative** +11
AC 29, **Fortitude** 27, **Reflex** 27, **Will** 27 **Perception** +8
Speed 6

Standard Actions

⨁ **Weapon** (weapon) ✦ **At-Will**
Attack: Melee 1 (one creature); +20 vs. AC
Hit: 10 damage, or 13 damage if flanking the target.

Skills Acrobatics +14, Athletics +14

Str 14 (+9)	**Dex** 14 (+9)	**Wis** 12 (+8)
Con 13 (+8)	**Int** 10 (+7)	**Cha** 13 (+8)

Alignment unaligned **Languages** Common

Treasure: A jewel-encrusted mithral sacrificial dagger (considered to be silvered; 7,500 gp) is here, along with a +4 *mask of Melora* (*Adventurer's Vault*, page 86) or another suitable level 18 magic item.

10C. Pens of the Doomed: Locked gates imprison ten human sailors taken during kuo-toa raids. The whip has the only key, but the doors can be opened with a DC 23 Thievery check or smashed with a DC 31 Athletics check.

With many of their shipmates already taken away, these sailors are desperate to escape. They beg for an escort to the surface, but they're willing to make a run for it on their own. At your discretion, if provided with weapons, these sailors can be convinced to fight alongside the party. The players should control the sailors, although you can overrule suicidal actions.

11. Central Shrine

Combat Encounter Level 19 (11,800 XP)

Here, the whip performs rituals to channel the power of the Pearl of the Sea Mother.

Light: Dim light from phosphorescent algae.

Monsters: Kuo-toa whip, 2 kuo-toa lashes, 8 kuo-toa harpooners.

When the party enters, read:
This room is mostly a tremendous pool of murky water. A narrow ledge, ten feet above the water, surrounds the pool.

At the pool's center, a three-tiered ziggurat rises to a towering green statue of a human woman with the head and claws of a lobster. Pinched in one upraised claw is a lustrous black pearl the size of a human head. Other treasures lie around the statue's feet.

Two kuo-toas with tridents chant and place offerings in golden, shell-shaped bowls. Another kuo-toa, bearing a staff made of an immense crustacean claw, stands beside a conch shell, intoning words in a bubbling, croaking voice.

Characters who understand Deep Speech hear:
"Blibdoolpoolp, inscrutable Sea Mother, dweller below, take from us our plague. Visit it upon those who sunk us beneath the waves and shunned us. Give them the gifts of waves upon waves until they are as deep below your waters as we are beneath their earth. Then, Sea Mother, bid us rise!"

Perception DC 22: *A number of kuo-toas swim beneath the surface of the pool.*

11A. Holy Pool of Blibdoolpoolp: The walkway that surrounds the pool is 10 feet above the water. The water is 10 feet deep. Submerged tunnels in the floor lead to areas 8A and 10A. Tunnels also lead to the lobster tank but might be sealed (refer to area 9A).

The steps leading into the pool (and up to the first tier of the ziggurat) are extremely steep and are difficult terrain to a character who fails or does not attempt a DC 22 Acrobatics check.

The eight harpooners swim in the water around the ziggurat.

11B. Ziggurat of Blibdoolpoolp: The ziggurat is the most holy site of the Sea Mother, and a character approaching within 1 square of it becomes aware of her powerful influence. A successful DC 22 Arcana check, Insight check, or Religion check warns the

character that setting foot upon the ziggurat without making the proper observances invites ruin.

Monsters: The whip and the lashes stand on the second tier of the ziggurat.

Offering Bowls: At the top of each set of stairs are bowls for collecting offerings. These bowls are difficult terrain.

If a character sets foot on a tier of the ziggurat without first placing the appropriate offering in a bowl, that character is affected by a curse as long as he or she remains on that tier. After a character has made an offering, further offerings are unnecessary on that tier.

A DC 17 Religion check identifies a proper offering. Offerings already in the bowls are apparent to those who glance at their contents.

First Tier: A character must deposit one or more shells in either bowl or gain vulnerable 10 lightning.

Second Tier: A character must deposit a lobster in either bowl or begin to secrete sticky slime, which causes him or her to be slowed.

Upper Tier and Statue: To climb onto the highest tier (a DC 20 Athletics check) or the 20-foot-tall statue of Blibdoolpoolp (a DC 15 Athletics check) is utter blasphemy. Seawater begins to fill the trespasser's lungs and mouth, and the character takes ongoing 10 damage until he or she leaves the upper tier or takes possession of the Pearl.

Stealing the Pearl: The Pearl is securely affixed in the statue's claw. It can be pried loose with a DC 31 Athletics check or Thievery check. If the Pearl is removed, any remaining harpooners drop their weapons and become mad ones.

Treasure: The four golden bowls that hold the offerings are worth 3,000 gp each. The whip wears a large black pearl on a gold necklace (5,000 gp) and also has the keys to the cells in area 10C. On the upper tier are 10,000 gp, a *ring of vigilant defense*, and a *crown of nature's rebellion* (level 20) or other suitable level 17 and level 20 magic items. (The ring and the crown are from pages 162 and 140, respectively, of *Adventurer's Vault.)*

Kuo-Toa Whip **Level 16 Controller**
Medium natural humanoid (aquatic) XP 1,400

HP 156; **Bloodied** 78 **Initiative** +12
AC 30, **Fortitude** 28, **Reflex** 27, **Will** 27 **Perception** +16
Speed 6, swim 6 Darkvision

Traits

Aquatic
The kuo-toa can breathe underwater. In aquatic combat, it gains a +2 bonus to attack rolls against nonaquatic creatures.

Standard Actions

Pincer Staff (weapon) ✦ **At-Will**
Attack: Melee 2 (one creature); +21 vs. AC
Hit: 2d8 + 9 damage, and the kuo-toa grabs the target (escape DC 22) until the end of the kuo-toa's next turn. Until the grab ends, the kuo-toa can't make attacks with its pincer staff. The kuo-toa can end the grab as a minor action and slide the target up to 3 squares. The target must remain within 2 squares of the kuo-toa during this slide.
Sustain Standard: The grab persists until the end of the kuo-toa's next turn, and the target takes 2d8 + 9 damage.

Lightning Strike (lightning) ✦ **At-Will**
Attack: Ranged 10 (one creature); +19 vs. Reflex
Hit: 2d8 + 3 lightning damage, and the target is blinded until the end of the kuo-toa's next turn.

Slime Vortex ✦ **Encounter**
Attack: Area burst 2 within 20 (enemies in the burst); +19 vs. Fortitude
Hit: 2d10 + 7 damage, and the target takes a -2 penalty to attack rolls (save ends). The target falls prone, and the kuo-toa slides it up to 3 squares.
Miss: Half damage, and the kuo-toa can slide the target 1 square.

Move Actions

Slick Maneuver ✦ **At-Will**
Requirement: The kuo-toa must be adjacent to an enemy.
Effect: The kuo-toa shifts up to 3 squares to another square adjacent to the enemy.

Skills Dungeoneering +16, Religion +15
Str 17 (+11) **Dex** 18 (+12) **Wis** 17 (+11)
Con 20 (+13) **Int** 15 (+10) **Cha** 18 (+12)
Alignment evil **Languages** Deep Speech
Equipment coat, pincer staff, headdress

2 Kuo-Toa Lashes **Level 15 Artillery**
Medium natural humanoid (aquatic) XP 1,200 each

HP 115; **Bloodied** 57 **Initiative** +12
AC 27, **Fortitude** 28, **Reflex** 27, **Will** 26 **Perception** +10
Speed 6, swim 6 Darkvision

Traits

Aquatic
The lash can breathe underwater. In aquatic combat, it gains a +2 bonus to attack rolls against nonaquatic creatures.

Standard Actions

Trident (weapon) ✦ **At-Will**
Attack: Melee 1 (one creature); +20 vs. AC
Hit: 2d8 + 9 damage.

Lightning Trident (lightning, weapon) ✦ **At-Will**
Attack: Ranged 3/6 (one creature); +22 vs. AC
Hit: 3d8 + 10 lightning damage.
Effect: The trident returns to the lash.

Fill Lungs ✦ **At-Will**
Attack: Ranged 20 (one creature); +20 vs. Fortitude
Hit: 2d6 + 7 damage, and the target is slowed and takes ongoing 5 damage (save ends both).

Forked Lightning (lightning) ✦ **Recharge** when the lash bloodies an enemy or reduces an enemy to 0 hit points or fewer
Attack: Area burst 2 within 10 (one, two, or three creatures in burst); +20 vs. Fortitude
Hit: 2d6 + 6 lightning damage, and the target is blinded until the start of the lash's next turn.

Move Actions

Slick Maneuver ✦ **At-Will**
Requirement: The lash must be adjacent to an enemy.
Effect: The lash shifts 3 squares to another square adjacent to the enemy.

Skills Dungeoneering +15, Religion +14
Str 23 (+13) **Dex** 20 (+12) **Wis** 17 (+10)
Con 19 (+11) **Int** 15 (+9) **Cha** 18 (+11)
Alignment evil **Languages** Deep Speech
Equipment trident, ceremonial knife

8 Kuo-Toa Harpooners	Level 14 Soldier
Medium natural humanoid (aquatic)	XP 1,000 each
HP 137; **Bloodied** 68	**Initiative** +12
AC 30, **Fortitude** 26, **Reflex** 26, **Will** 24	**Perception** +13
Speed 6, swim 6	Darkvision
Traits	
Aquatic	
The kuo-toa can breathe underwater. In aquatic combat, it gains a +2 bonus to attack rolls against nonaquatic creatures.	
Standard Actions	
Harpoon (weapon) ✦ **At-Will**	
Attack: Melee 1 (one creature); +19 vs. AC	
Hit: 2d8 + 8 damage, and the kuo-toa grabs the target (escape DC 21). Until the grab ends, the target takes ongoing 5 damage, and the kuo-toa can't make attacks using this harpoon.	
Reeling Harpoon (weapon) ✦ **At-Will**	
Attack: Ranged 10 (one creature); +19 vs. AC	
Hit: 2d8 + 8 damage, and the kuo-toa makes a secondary attack against the target.	
Secondary Attack: +17 vs. Fortitude	
Hit: 1d8 + 6 damage, and the kuo-toa pulls the target up to 3 squares.	
Move Actions	
Slick Maneuver ✦ **At-Will**	
Requirement: The kuo-toa must be adjacent to an enemy.	
Effect: The kuo-toa shifts up to 3 squares to another square adjacent to the enemy.	
Triggered Actions	
Sticky Shield ✦ **At-Will**	
Trigger: An adjacent enemy misses the kuo-toa with a melee weapon attack.	
Attack (Immediate Reaction): Melee 1 (the triggering enemy); +17 vs. Reflex	
Hit: The weapon used for the triggering attack drops in the target's space.	
Str 17 (+10) **Dex** 17 (+10) **Wis** 13 (+8)	
Con 17 (+10) **Int** 13 (+8) **Cha** 15 (+9)	
Alignment evil **Languages** Deep Speech	
Equipment leather armor, slimy light shield, 4 harpoons	

Tactics: The kuo-toas target foes on the ziggurat first, especially those on the top tier. Harpooners use *reeling harpoon* to yank characters down into the pool.

Kuo-Toa Mad One	Level 12 Minion Skirmisher
Medium natural humanoid (aquatic)	
HP 1; a missed attack never damages a minion.	**Initiative** +12
AC 26, **Fortitude** 23, **Reflex** 23, **Will** 25	**Perception** +7
Speed 6, swim 6	Darkvision
Traits	
Spreading Madness ✦ **Aura** 1	
Enemies within the aura gain vulnerable 5 psychic.	
Aquatic	
The mad one can breathe underwater. In aquatic combat, it gains a +2 bonus to attack rolls against nonaquatic creatures.	
Standard Actions	
Claw ✦ **At-Will**	
Attack: Melee 1 (one creature); +17 vs. AC	
Hit: 10 damage, and the mad one shifts 1 square.	
Eldritch Scream (psychic) ✦ **At-Will**	
Attack: Close blast 3 (enemies in the blast); +15 vs. Will	
Hit: 5 psychic damage.	
Str 15 (+8) **Dex** 19 (+10) **Wis** 13 (+7)	
Con 19 (+10) **Int** 1 (+1) **Cha** 22 (+12)	
Alignment evil **Languages** –	

The whip relies on *lightning strike* to blind foes before she pitches them into the pool with her *pincer staff*. She reserves *slime vortex* to use against blasphemers on the ziggurat.

When half the harpooners are slain, both lashes are slain, or a character attempts to remove the Pearl from the statue, the whip takes a minor action to blow a low, droning note through the conch. This alarm calls the monitors from area 8 and instructs the lashes in area 9 to open the hatches that permit the lobsters to swim into the pool here. The monitors arrive after 2 rounds, and the lobsters emerge 1 round after that.

Development

If the player characters obtain the Pearl, they must take it to the surface. They likely ascend along the same route that brought them to the shrine, which means they might face any opposition they bypassed earlier.

As the adventurers approach the surface, the Pearl starts to vibrate. Any character of a divine class or trained in Insight begins to feel a deep dread about bringing the relic to the surface world. Such characters are certain that a terrible fate awaits them.

If the party brings the Pearl to the surface, proceed to "Wrath of the Sea Mother."

Wrath of the Sea Mother

Combat Encounter Level 21 (16,000 XP)

When the Pearl enters the surface world, the madness the kuo-toas channeled through it overcomes Blibdoolpoolp. She manifests directly to punish whoever took the Pearl.

Light: As appropriate to the time of day.

Monsters: Blibdoolpoolp.

Environment: If the party returns through the lighthouse, use the map and terrain information in that encounter. Otherwise, improvise your own site based on where the characters return to land.

When the party reaches land outdoors, read:

Surging tide swells around the area, cutting it off from the wider land with a wall of turbulent water. The choppy, crashing waves suddenly become placid and perfectly smooth. Clouds hang completely still, and the wind and sea birds grow silent.

Within the wall of water moves a feminine silhouette, but her form grows in size as she draws nearer. A seething carpet of crustaceans scuttles forth from the water before her. When the woman steps out from the watery barrier, her bare form is 12 feet tall. But where the shadowy silhouette revealed lithe arms and a head of flowing hair, a pair of tremendous crimson pincers and the elongated head of a lobster are now present.

Inscrutable black eyes stare as the water behind her crashes down with a roar and the skies fill with the screeching of thousands of gulls.

Scuttling Claws: All manner of crustaceans emerge from the ocean when Blibdoolpoolp appears. A wide area surrounding the battlefield seethes with lobsters, crabs, and various other sea creatures. A nonaquatic creature that begins its turn in this area takes 10 damage, or 20 damage if immobilized.

At the lighthouse, this area of swarming crustaceans starts at the edge of the map farthest from the lighthouse and extends 15 squares onto the lighthouse's outcropping.

The Pearl: A character who carries the Pearl is anathema to Blibdoolpoolp. The Sea Mother gains vulnerable 10 to attacks made by any creature in possession of the Pearl. Furthermore, the Pearl's possessor is considered an aquatic creature, and it gains a +2 bonus to saving throws against effects caused by Blibdoolpoolp.

If the goddess takes control of the Pearl, she regains 195 hit points and gains the following trait.

Traits

Regeneration (healing)
Blibdoolpoolp regains 20 hit points whenever she starts her turn and has at least 1 hit point.

Tactics: Blibdoolpoolp is incensed at the desecration of her shrine and focuses her efforts on isolating the character who has the Pearl. With *call lightning*, she hinders as many foes as possible, and she uses forced movement to slide characters into hazardous terrain. She directs her melee attacks at the Pearl's possessor until that character is slain.

Treasure: If Blibdoolpoolp dies, five perfect black pearls (5,000 gp each) spill from her mouth. Each pearl is the size of a human fist.

Conclusion

With Blibdoolpoolp slain, the party is likely to come to the attention of the gods, particularly Melora. She might bestow favor upon the characters now or in the future. The Pearl slowly crumbles to dust after 24 hours on the surface world.

Alternatively, the Pearl can serve as a jumping-off point for further adventures. Makanel or Melora can reveal that recovering the Pearl is not enough to destroy it. As long as the relic remains whole, it contains enough of Blibdoolpoolp's essence that the goddess could rise again. Destroying the Pearl requires an extraordinary act.

With Blibdoolpoolp defeated, Makanel can remain to advise the party further on the dangers of the deep sea. Alternatively, with his life's work finally complete, he might pass away peacefully and reach his eternal end.

Blibdoolpoolp **Level 21 Solo Controller**
Large immortal humanoid (aquatic) XP 16,000

HP 808; **Bloodied** 404 **Initiative** +15
AC 35, **Fortitude** 34, **Reflex** 33, **Will** 32 **Perception** +20
Speed 8, swim 10 Blindsight 5, darkvision
Saving Throws +5; **Action Points** 2

Traits

Gaze of the Deep ✦ Aura 2
Enemies in the aura take a -4 penalty to saving throws. Blibdoolpoolp can slide an enemy that ends its turn in the aura up to 3 squares.

Divine Recovery
Blibdoolpoolp considers any effect on her to be an effect that a save can end.

Aquatic
Blibdoolpoolp can breathe underwater. In aquatic combat, she gains a +2 bonus to attack rolls against nonaquatic creatures.

Standard Actions

Claw ✦ At-Will
Attack: Melee 2 (one creature); +26 vs. AC
Hit: 3d8 + 16 damage, and the target is slowed (save ends).
First Failed Saving Throw: The target is instead immobilized (save ends).

Call Lightning (lightning, thunder, zone) **✦ At-Will**
Attack: Area burst 1 within 10 (creatures in the burst); +24 vs. Reflex. This attack does not provoke opportunity attacks.
Hit: 3d8 + 16 lightning damage.
Effect: The burst creates a zone that lasts until the end of Blibdoolpoolp's next turn. While in the zone, any enemy grants combat advantage and takes a -2 penalty to attack rolls, and the first time each turn that any given enemy leaves the zone, it takes 15 thunder damage.

Fury of the Sea Mother ✦ At-Will
Effect: Blibdoolpoolp uses *claw* twice and *call lightning* once.

Drowning Curse ✦ Recharge when first bloodied
Attack: Close burst 2 (enemies in the burst); +24 vs. Fortitude
Hit: 2d10 + 18 damage, and the target takes ongoing 15 damage and is slowed (save ends both).
Miss: Half damage, and ongoing 5 damage (save ends).

Move Actions

Dimension Door (teleportation) **✦ At-Will**
Effect: Blibdoolpoolp teleports up to 5 squares.

Minor Actions

Lure of the Sea (charm, psychic) **✦ At-Will**
Attack: Ranged 10 (one creature); +24 vs. Will
Hit: 4d6 + 15 psychic damage, and Blibdoolpoolp slides the target up to 5 squares.

Triggered Actions

Mental Contagion ✦ At-Will
Trigger: Blibdoolpoolp starts her turn under any effect that a save can end.
Effect (No Action): Blibdoolpoolp makes a saving throw against each triggering effect. Each time she succeeds on a save, she can make the following attack.
Attack (No Action): Ranged 10 (one creature); +24 vs. Will. This attack does not provoke opportunity attacks.
Hit: The target gains the effect that Blibdoolpoolp saved against until the end of Blibdoolpoolp's next turn.

Skills Insight +20, Nature +20

Str 23 (+16)	**Dex** 20 (+15)	**Wis** 21 (+15)
Con 26 (+18)	**Int** 23 (+16)	**Cha** 21 (+15)

Alignment chaotic evil **Languages** Supernal, telepathy 20

The swelling tides abate, and the survivors of Briggs Point recover their sanity but are never quite the same. The residents who remain are permanently twisted. Over time, they begin to emulate kuo-toas and search for ways to restore the Sea Mother to life.

If the characters fail, they are likely slain or sacrificed to Blibdoolpoolp. If the kuo-toa plot to use the Pearl succeeds, the tides drown Briggs Point. Kuo-toas infest the sunken town to create a stronghold close to the surface. From there, they raid neighboring cities, once again using the Pearl to send surging tides and madness upon an unsuspecting population.

About the Author

John "Ross" Rossomangno is a freelance writer and contributor to *Dungeon* magazine whose most recent credits include "Face of the Moon" and "Reflections of Ruin." When he's not hunched over the keyboard in an effort to expand his author bio, he's hunched over the keyboard posting varied ramblings to his website, BrokenBinding.com.

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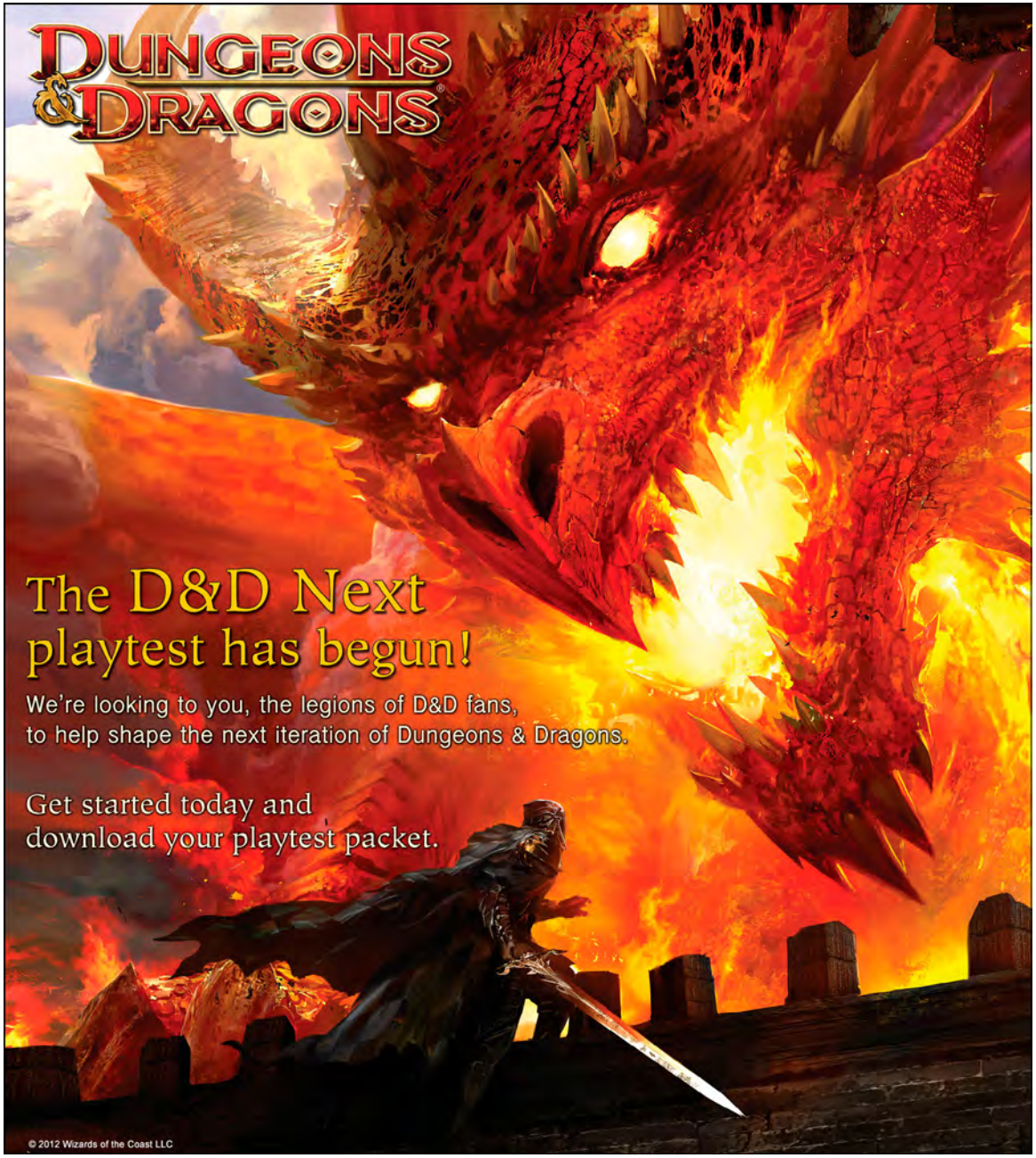
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Ecology of the Swordwing

By Tim Eagon

Illustration by Jim Nelson

Among the most bizarre denizens of the deep Underdark are an extremely powerful—and utterly evil—race of winged, insectlike humanoids native to the Far Realm. They build extensive hives in the Deeps, the most dangerous and least accessible region of the Underdark.

Other races refer to these creatures as swordwings because each one has an arm that ends in an appendage that resembles a scimitar. This serrated armblade is an extension of a swordwing's chitinous exoskeleton and is as hard as adamantine.

Uniquely Obsessive

As bizarre as they are in so many other respects, swordwings have a trait that emulates the behavior of many other races that value material objects. In the swordwings' case, this possessiveness takes the form of an obsession to build a collection of specialized items. Depending on its status in society, every swordwing amasses an array of related objects ranging from worthless trinkets to priceless gems and from the mundane to the macabre. Only a few swordwings in a hive collect a specific category of items; however, crownwings (see "Society") contending for status might acquire the same types of objects, or vie with one another for an item that falls into more than one category. Such competitions end in violence.

A swordwing's collection defines the creature as an individual. Swordwings proudly show off their trophies from time to time, and crownwings often build grandiose galleries dedicated to displaying their favorite pieces. Some carry a portion of their collections; for example, one might wear a necklace of severed human fingers or sport a bandolier of wands.

Each swordwing is convinced that what it collects is of the utmost importance. It regards anything it does not collect as junk or trash. Further, it never disposes of any of its treasured possessions, no matter their condition or actual value. If a swordwing loses even a bit of its precious hoard, it becomes extremely agitated and lashes out violently. Legends say that their armblades become sharper when this happens. An aggrieved swordwing does not rest until it fully restores its collection or dies trying to do so.

Swordwings prefer to take what they want and kill anyone who gets in their way, but they trade with other swordwings, and with other races, if doing so seems like an expedient option. To account for this eventuality, swordwings accumulate items that are personally worthless to them but that might be useful in barter.

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Society

Swordwings have a society based on a caste structure. The lowest caste contains the vast majority of swordwings, which are immature specimens commonly called cutters. Fully developed swordwings, also called drones, are at the next level of the hierarchy. They make up the main force of a swordwing hive or traveling group. Slightly higher in status are the shapers (see "Nesting Spires") and slashers. These creatures are not as physically imposing as drones, but they have distinctive abilities that make them valuable to the hive.

Members of the uppermost caste, called crownwings, are larger and more formidable in combat, where they serve as leaders. Crownwings have their own complicated internal hierarchy. Each one's precise position within it depends upon its personal power and the worthiness of its collection.

A hive's queen sits at the top of the hierarchy and has three primary responsibilities. First, it enables other members of the hive to reproduce. Second, it leads its hive's worship of Dhogostho-Attu, the Far Realm entity that the swordwings revere. Lastly, it violently adjudicates disputes between crownwings that cannot come to an agreement on their own.

The hive is at the center of swordwing society, and each one is home to dozens of individuals. At irregular intervals, members of each hive—drones, slashers, and crownwings alike—trek to the Buzzing Vaults (*Underdark*, page 84) and congregate around the Great Mire to do battle. Survivors of this bloody frenzy either metamorphose into or retain their status as crownwings. How a hive selects its representatives is a mystery. Some sages speculate that the queen of a hive dispatches crownwings as a form of punishment and their survival means their redemption.

In what passes for daily existence among these creatures, the hierarchy assigns each crownwing a task for which it is responsible. Such tasks include hunting for food, preparing for or making war, and repairing nesting spires. A group of lower-caste creatures serves each crownwing, and the more powerful a crownwing is, the larger the group of servants assigned to it. For a crownwing, failure to complete an assigned task ends in demotion or dismemberment, but success does not guarantee advancement.

To advance in status, a crownwing must kill its immediate superior in single combat and then demonstrate to its peers the merits of its personal collection—a process that can take weeks, as the crownwings carefully examine the items and debate their virtues. Sabotage by political enemies is common, and most ambitious crownwings resort to bribery. Thus, a crownwing's existence is a juggling act between having subordinates accomplish delegated tasks and expanding its personal collection.

When a crownwing firmly establishes itself as the most powerful member of its hive, the queen, it usually does so by killing its predecessor. After its victory, the crownwing transforms into a hulking monstrosity that towers over its former peers. It also develops the ability to exude potent pheromones that drive other swordwings into a frenzy. A queen is a veritable killing machine; during battle, it keeps its keen armblade in constant motion. The gland that secretes its pheromones also delivers surges of power that makes it deadlier the more grievous its wounds become.

Swordwing Queen **Level 30 Solo Brute (Leader)**
Huge aberrant humanoid XP 95,000

HP 1,120; **Bloodied** 560 **Initiative** +23
AC 42, **Fortitude** 43, **Reflex** 42, **Will** 42 **Perception** +25
Speed 8, fly 12 (hover) Blindsight 5, low-light vision
Saving Throws +5; **Action Points** 2

Traits

☼ **Incitement Pheromones** ✦ **Aura** 10
An allied swordwing that drops to 0 hit points in the aura can make a melee basic attack as a free action.

Action Recovery
Whenever the queen ends its turn, any dazing, stunning, or dominating effect on it ends.

Blood Critical
The queen can score a critical hit on a roll of 19-20. While bloodied, it can score a critical hit on a roll of 17-20.

Instinctive Slashing
On an initiative count of 10 + its initiative check, the queen can use *double attack* as a free action. If it cannot make this attack due to any effect, then that effect ends instead.

Standard Actions

⊕ **Armblade** ✦ **At-Will**
Attack: Melee 4 (one creature); +35 vs. AC
Hit: 2d12 + 25 damage, or 4d12 + 49 damage if the queen scores a critical hit.

⸸ **Double Attack** ✦ **At-Will**
Effect: The queen uses *armblade* twice.

Move Actions

Dimensional Warp (teleportation) ✦ **At-Will** (1/round)
Effect: The queen teleports up to 5 squares.

Minor Actions

⚚ **Attack Pheromones** ✦ **Recharge** ⚄ ⁞⁞
Effect: Ranged 10 (one allied swordwing); the target can charge or make a basic attack as a free action, gaining a +10 power bonus to damage rolls for the attack.

⚚ **Fearsome Majesty** (fear, psychic) ✦ **At-Will**
Attack: Ranged 10 (one creature); +33 vs. Will
Hit: 3d10 + 23 psychic damage, and the target falls prone.

Triggered Actions

⸸ **Echoing Riposte** (teleportation) ✦ **At-Will**
Trigger: An enemy within 9 squares of the queen hits it with an attack.
Effect (Immediate Reaction): The queen teleports up to 5 squares and uses *armblade* against the triggering enemy.

Skills Arcana +26, Intimidate +28, Stealth +28

Str 31 (+25)	**Dex** 26 (+23)	**Wis** 20 (+20)
Con 32 (+26)	**Int** 23 (+21)	**Cha** 26 (+23)

Alignment evil **Languages** Deep Speech, telepathy 20

Nesting Spires

Individual swordwings dwell in nesting spires, which are open-topped, conical structures that stand roughly 15 feet tall. They resemble stalactites or stalagmites made of gray paper, but their walls are as hard as stone. Swordwings construct them out of whatever resources are available and bind the materials together with a fast-hardening organic paste. In return for a contribution to their own collections, specialized drones called shapers help other members of their hive build their domiciles.

Swordwing Shaper	**Level 25 Artillery**
Medium aberrant humanoid	XP 7,000
HP 180; **Bloodied** 90	**Initiative** +16
AC 39, **Fortitude** 38, **Reflex** 36, **Will** 37	**Perception** +25
Speed 6, burrow 6, fly 10 (hover)	Low-light vision
Traits	
Destructive	
The shaper deals double damage to objects.	
Standard Actions	
Armblade ✦ At-Will	
Attack: Melee 2 (one creature); +30 vs. AC	
Hit: 3d6 + 21 damage, or 6d6 + 39 damage if the shaper scores a critical hit.	
Acidic Spittle (acid) **✦ At-Will**	
Attack: Ranged 20 (one creature); +30 vs. Reflex	
Hit: 3d10 + 19 acid damage.	
Congealing Spray ✦ Recharge ⚄ ⁞⁞	
Attack: Close blast 5 (creatures in the blast); +28 vs. Reflex	
Hit: The target is restrained and takes ongoing 25 damage (save ends both).	
Triggered Actions	
Phase Shift ✦ Recharge when first bloodied	
Trigger: The shaper is hit by a melee attack.	
Effect (Immediate Reaction): The shaper shifts up to its speed. It is phasing during this movement.	
Skills Dungeoneering +25, Endurance +24, Stealth +21	
Str 28 (+21) **Dex** 18 (+16) **Wis** 26 (+20)	
Con 24 (+19) **Int** 25 (+19) **Cha** 10 (+12)	
Alignment evil **Languages** Deep Speech	

Swordwings are extremely territorial and fight to the death to protect their homes. They never allow other creatures—even other swordwings—inside a completed abode. The interior of a nesting spire is a structure that resembles a honeycomb, and it is devoted mainly to displaying its owner's collection. A swordwing memorizes the location of every item in its collection and instantly notices if anything is missing. For other creatures, finding anything requires searching, and the clutter can make movement difficult. Additionally, not all items are on display. Swordwings often hide prized pieces in niches enclosed by the same paste used to construct their nesting spires.

One can determine a swordwing's station by the location and size of its nesting spire. Crownwings have larger nesting spires that include viewing galleries that allow it to more easily and safely display its collection, and the more powerful the crownwing, the bigger its abode.

In terms of physical placement within the hive, the nesting spires of cutters and drones cluster on the lower reaches of a hive's vault, while the crownwings' hang from the ceiling like stalactites.

Reproduction

Once in its lifetime, a swordwing feels an urge to procreate. Every swordwing can reproduce asexually, but it needs two things to accomplish the deed. First, since only the queen's pheromones can activate a subordinate swordwing's reproductive organs, the swordwing needs approval from its queen, which it gains by making an offering. Second, the swordwing needs a living natural humanoid as a host for the swordwing's parasitic spawn. Since such creatures are rare in the Deeps, a swordwing must hunt one down or barter for one from another swordwing.

After a swordwing has obtained what it needs, it slices open the host's abdomen and implants an egg. Then the parent places the body in a cell on the exterior of its home for gestation. After the grub hatches, it devours its host's insides, essentially becoming the body's new internal and utterly alien physiology. The body metamorphoses into the new swordwing over the course of a year, at which time the creature slices its way out of its cell through the exterior of its parent's home. Soon after its birth, a swordwing begins to gather items for its collection. Many believe swordwings are inclined to collect objects once significant to their hosts.

Relations with Other Races

Swordwings have few allies, since they view all creatures as potential prey. In fact, they barely tolerate swordwings from other hives. They occasionally ally with other powerful aberrant creatures. Aboleths are the one exception; swordwings actively avoid them and their domains.

A swordwing that does not impulsively skewer everyone it meets can sometimes be induced to trade with other creatures, but only if these potential trade partners can produce goods—or the promise of goods—of the sort that the swordwing collects. Any transactions must be completed before the swordwing tires of bartering and resorts to violence. How a swordwing judges an object's worth varies, and even if it makes an agreement, it might renege upon that deal once it has what it wants.

Underdark races such as the drow and the derro harvest armblades and chitin from fallen swordwings. They use these parts to fashion magic armor and weapons. When those wielding such armaments interact with swordwings, the swordwings sense the nature of such items, and they focus their murderous rage upon these creatures.

Personages and Places

Intrepid Underdark explorers might come across some prominent individuals and places associated with swordwings.

The Oculist

A serial killer is stalking the vaults of Erelhei-Cinlu, and the drow matrons of the city seem powerless against this criminal. The citizens call the killer "The Oculist" because it plucks the left eye from each of its victims. Many in the populace have taken to covering or concealing their left eyes to keep from attracting murderous attention. As the attacks continue, discontent grows. The matron mothers know they have to do something and have dispatched patrols of their best warriors and driders to catch the unseen killer, all to no avail.

The Oculist is a rogue swordwing slasher that finds the drow's red eyes fascinating. It fashions grisly adornments from them and its spittle, then drapes finished strands over its body. Its nesting spire is located in a secluded cavern near the city. If the characters are visiting Erelhei-Cinlu, they might encounter the swordwing during its hunts, or a matron mother might order the adventurers to hunt the Oculist down in return for a favor or to secure their freedom.

Market Grottos

The Market Grottos are a series of interconnected caverns located near a branch of the King's Highway (*Underdark*, page 14). Swordwings from different hives congregate here to trade with one another, and their buzzing communication constantly fills these vaults. The swordwings tolerate no violence here and execute anyone caught violating this rule, with these executions being the rule's one exception.

Because of this prohibition, as well as the place's convenient location, some enterprising merchants of other races—mainly dwarves, duergar, and drow—travel to the Market Grottos to barter their wares. The swordwings here, realizing the value of trade relationships, grant such merchants safe passage. Nonetheless, none of the merchants is foolish enough to travel in this area without a retinue of powerful guards.

The Burrowing Hive

Several years ago, the queen of a small hive became obsessed with treatises on dwarven engineering. Unlike most bibliomaniacal swordwings, it read the books it collected. The enterprising queen decided to apply what it learned and ordered its hive to begin expanding by excavating a tunnel through an expanse of solid rock.

Progress has been slow. Still, the queen is undeterred. No crownwing has risen to challenge its authority. If someone doesn't stop this effort, the hive will eventually breach its boundaries and wreak havoc across another area of the Deeps.

Swordwing Collections

If you need to determine an individual swordwing's collection, select an entry from the list below or roll a d10 to do so randomly. You can also use these examples as inspiration when creating your own swordwing collections.

The items described here are among the most notable elements of a particular crownwing's collection. Lower-caste swordwings have collections of correspondingly lower value. Their hoards contain few items of interest to epic-level adventurers.

1. Armor

A: Two sets of ceremonial full plate forged from black adamantine and decorated with mithral inlays and moonstones (25,000 gp each).

B: An ancient orium breastplate, scarlet plumed helmet, matching greaves, and circular shield emblazoned with an archaic symbol of Bane (10,000 gp).

C: A suit of scale armor crafted from diamonds mined in the Great Dismal Delve (60,000 gp).

D: A level 19 *helm of battle* (*Heroes of the Fallen Lands*, page 350) with a visor engraved to resemble a second pair of eyes (105,000 gp).

E: A +5 *hide of worms* (*Mordenkainen's Magnificent Emporium*, page 16) made from purple worm skin (325,000 gp).

Value of Collection: 550,000 gp.

2. Books

A: An ancient 26-volume Arkhosian encyclopedia, each volume bound in devil skin and painstakingly transcribed by a priest of Ioun (50,000 gp).

B: An illuminated manuscript describing the Dawn War in exacting detail (25,000 gp).

C: The complete theatrical works of the renowned tiefling playwright Philotheus, with his handwritten stage directions scrawled in the margins (30,000 gp).

D: A +5 *tome of undeniable might* (*Mordenkainen's Magnificent Emporium*, page 53) made from lead plates (425,000 gp).

E: A level 20 *scroll of protection* (*Mordenkainen's Magnificent Emporium*, page 101) tucked into a diary full of love poetry (125,000 gp).

Value of Collection: 655,000 gp.

3. Diamonds

A: A string of five astral diamonds connected by an ornate chain of mithral angels (75,000 gp).

B: An obsidian rod covered in carvings of gargoyle faces and topped by a black diamond (25,000 gp).

C: An adamantine falchion with a star-shaped yellow diamond set into the pommel (20,000 gp).

D: A level 20 *diamond cincture* (*Mordenkainen's Magnificent Emporium*, page 79) with ornate settings for its gems (125,000 gp).

E: A +5 *periapt of health* cursed to act as a *periapt of foul rotting* (*Mordenkainen's Magnificent Emporium*, pages 74 and 114), set with an exceptionally large blue diamond (425,000 gp).

Value of Collection: 670,000 gp.

4. Hearts

A: The desiccated heart of a beatified priest of Moradin in a crystalline reliquary (50,000 gp).

B: The inert heart of a Moilian shadow master contained in an obsidian curio box that is painfully cold to the touch (15,000 gp).

C: A flawless crystal that is actually the petrified heart of a slain primordial (50,000 gp).

D: A still-beating clockwork heart ripped from a modron hierarch (25,000 gp).

E: A ruby +5 *stone of good luck* (*Mordenkainen's Magnificent Emporium*, page 47) shaped like a heart (525,000 gp).

Value of Collection: 665,000 gp.

5. Musical Instruments

A: A silver lyre that radiates a soothing, white light when played (10,000 gp).

B: A broken lute with a pouch full of sapphires stashed in its belly (25,000 gp).

C: A harpsichord covered in painted pastoral scenes and gold filigree (10,000 gp).

D: A platinum music box enchanted to play any song that its opener thinks of (25,000 gp).

E: A box full of ancient sheet music and four *gems of auditory recollection* (*Mordenkainen's Magnificent Emporium*, page 84), each containing a full-length recording of a dirge-like Turathi opera (45,000 gp).

F: A +5 *lilting songblade* (*Player's Handbook 2*, page 204) that hums an inspiring melody when drawn from its scabbard (625,000 gp).

Value of Collection: 740,000 gp.

6. Paintings

A: A large oil painting enchanted to show a regal half-length likeness of its current owner in formal human attire (10,000 gp).

B: A crate containing fifteen delicate eladrin watercolor landscapes depicting the heyday of the ancient city-state of Cendriane (200,000 gp as a set or 10,000 gp each).

C: A portrait of a dwarven shield maiden wearing a glittering diamond locket that serves as an *all-seeing eye* (*Adventurer's Vault 2*, page 79) when hung on a wall (325,000 gp).

Value of Collection: 535,000 gp.

7. Rings

A: A platinum wedding band fashioned to resemble Bahamut swallowing his own tail set with seven yellow diamonds (25,000 gp).

B: A satchel full of gold and silver rings, some still on their former owners' skeletal fingers (20,000 gp).

C: A black iron signet ring of duergar craftsmanship, bearing a symbol of Asmodeus made from inlaid rubies and onyx, that grants its wearer a +5 item bonus to Diplomacy checks made against devils and devil worshipers (30,000 gp).

D: A *ring of x-ray vision* (*Mordenkainen's Magnificent Emporium*, page 77) made of translucent crystal (625,000 gp).

Value of Collection: 700,000 gp.

8. Statues

A: A 2-foot-tall dark green jade statue of Blibdoolpoolp standing atop a base of prostrate kuo-toa that always feels wet and slimy (25,000 gp).

B: A crystalline chessboard featuring pieces expertly carved from various gems and precious metals to resemble Bahamut, Tiamat, their exarchs, and their draconic progeny as pawns (30,000 gp).

C: A large marble statue of a fierce elf huntress that periodically animates and changes its pose (45,000 gp).

D: A *coral dragon figurine of wondrous power* (*Dragon* 384) carved to resemble a serpentine deep dragon (625,000 gp).

Value of Collection: 725,000 gp.

9. Swords

A: A silver cutlass that enables its wielder to master and perform the Water Walk ritual once per day without expending any components (10,000 gp).

B: An obsidian scimitar with three rubies gripped in its pommel (15,000 gp).

C: A serrated fullblade crafted from a single linnorm tooth (25,000 gp).

D: A matching set of orium bastard swords with crystalline hilts that glow faintly when wielded together (12,000 gp as a set or 5,000 gp each).

E: A mithral scabbard adorned with emeralds containing a rusty longsword (25,000 gp).

F: A +5 *lifestealer greatsword* (*Mordenkainen's Magnificent Emporium*, page 29) with a bone hilt studded with vampire fangs and a single black diamond set into its pommel (525,000 gp).

Value of Collection: 612,000 gp.

10. Wines

A: An enchanted, shatterproof crystalline decanter that is always full of exquisite eladrin red wine (25,000 gp).

B: A single, glittering bottle of sparkling white wine made from grapes cultivated in Pelor's original astral dominion (50,000 gp).

C: An entire wine cellar full of rare drow wine (15,000 gp).

D: A set of simple, green glass bottles containing cheap wines fortified with the following potions and elixirs (*Mordenkainen's Magnificent Emporium*, pages 90–97): two level 25 *elixirs of aptitude*, one level 29 *elixir of giant strength*, one level 26 *potion of heroism*, and one level 30 *potion of invulnerability* (325,000 gp).

Value of Collection: 415,000 gp.

Monster Updates

Below are updated statistics for the swordwing (drone) and the crownwing, which originally appeared in the *Monster Manual*, and for the cutter and the slasher from *Underdark*.

Swordwing Slasher **Level 23 Lurker**
Medium aberrant humanoid XP 5,100

HP 166; **Bloodied** 83 **Initiative** +23
AC 37; **Fortitude** 35, **Reflex** 36, **Will** 34 **Perception** +17
Speed 6, fly 10 (hover) Low-light vision

Standard Actions

⊕ **Armblade ✦ At-Will**
Attack: Melee 2 (one creature); +28 vs. AC
Hit: 3d6 + 19 damage, or 6d6 + 37 if the slasher scores a critical hit.

Slasher's Flurry ✦ Recharge when the slasher uses *slasher's escape*
Effect: The slasher uses *armblade* against each enemy within reach.

Triggered Actions

Slasher's Escape (illusion, teleportation) **✦ Recharge** ⚄ ⚅
Trigger: The slasher is hit by an attack.
Effect (Immediate Interrupt): The slasher teleports up to 5 squares, and it becomes invisible until the end of its next turn. If the slasher is marked, that condition ends.

Skills Endurance +22, Stealth +24
Str 24 (+18) **Dex** 26 (+19) **Wis** 22 (+17)
Con 22 (+17) **Int** 12 (+12) **Cha** 10 (+11)
Alignment evil **Languages** Deep Speech

Swordwing **Level 25 Soldier**
Medium aberrant humanoid XP 7,000

HP 234; **Bloodied** 117 **Initiative** +21
AC 41, **Fortitude** 38, **Reflex** 37, **Will** 35 **Perception** +18
Speed 6, fly 10 (hover) Low-light vision

Traits

Vicious Opportunist
The swordwing's opportunity attacks deal 3d8 extra damage.

Standard Actions

⊕ **Armblade ✦ At-Will**
Attack: Melee 2 (one creature); +30 vs. AC
Hit: 3d6 + 21 damage, or 6d6 + 39 damage if the swordwing scores a critical hit.
Effect: The swordwing marks the target until the end of the swordwing's next turn.

Triggered Actions

↯ **Sudden Strike ✦ At-Will**
Trigger: An adjacent enemy shifts.
Effect (Immediate Reaction): The swordwing uses *armblade* against the triggering enemy. If the attack hits, the target takes 3d6 extra damage.

Skills Endurance +25, Stealth +24
Str 28 (+21) **Dex** 24 (+19) **Wis** 13 (+13)
Con 26 (+20) **Int** 10 (+12) **Cha** 10 (+12)
Alignment evil **Languages** Deep Speech

Crownwing **Level 26 Skirmisher (Leader)**
Large aberrant humanoid, swordwing XP 9,000

HP 238; **Bloodied** 119 **Initiative** +24
AC 40, **Fortitude** 39, **Reflex** 38, **Will** 36 **Perception** +20
Speed 6, fly 10 (hover) Low-light vision

Standard Actions

⊕ **Armblade ✦ At-Will**
Attack: Melee 2 (one creature); +31 vs. AC
Hit: 3d6 + 23 damage, or 6d6 + 41 damage if the crownwing scores a critical hit, plus 3d6 damage if the crownwing is flanking the target.

↯ **Flyby Attack ✦ At-Will**
Effect: The crownwing flies up to its speed and uses *armblade* once at any point during the movement. The crownwing doesn't provoke opportunity attacks when moving away from the target of the attack.

↝ **Mark of Death ✦ Encounter**
Effect: Ranged 10 (one enemy); allies gain a +2 power bonus to attack rolls and a +10 power bonus to damage rolls against the target until the end of the encounter.

Skills Arcana +22, Endurance +24, Intimidate +21, Stealth +27
Str 30 (+23) **Dex** 28 (+22) **Wis** 15 (+15)
Con 22 (+19) **Int** 18 (+17) **Cha** 16 (+16)
Alignment evil **Languages** Deep Speech

Swordwing Cutter **Level 28 Minion Skirmisher**
Medium aberrant humanoid XP 3,250

HP 1; a missed attack never damages a minion **Initiative** +24
AC 42; **Fortitude** 41, **Reflex** 40, **Will** 39 **Perception** +21
Speed 6, fly 10 (hover) Low-light vision

Standard Actions

⊕ **Armblade ✦ At-Will**
Attack: Melee 2 (one creature); +33 vs. AC
Hit: 18 damage, or 25 damage if the cutter scores a critical hit, and the target falls prone.

Triggered Actions

Scattering Hive
Trigger: The cutter drops to 0 hit points.
Effect (Immediate Interrupt): Each allied cutter adjacent to the cutter can shift up to 5 squares as a free action.

Skills Endurance +26, Stealth +27
Str 28 (+23) **Dex** 26 (+22) **Wis** 25 (+21)
Con 25 (+21) **Int** 10 (+14) **Cha** 12 (+15)
Alignment evil **Languages** Deep Speech

About the Author

Tim Eagon is a freelance writer living in Madison, Wisconsin. He has written several articles, including "Ecology of the Hengeyokai," "The Winterguard of Cendriane," and "Creature Incarnations: Hordelings."

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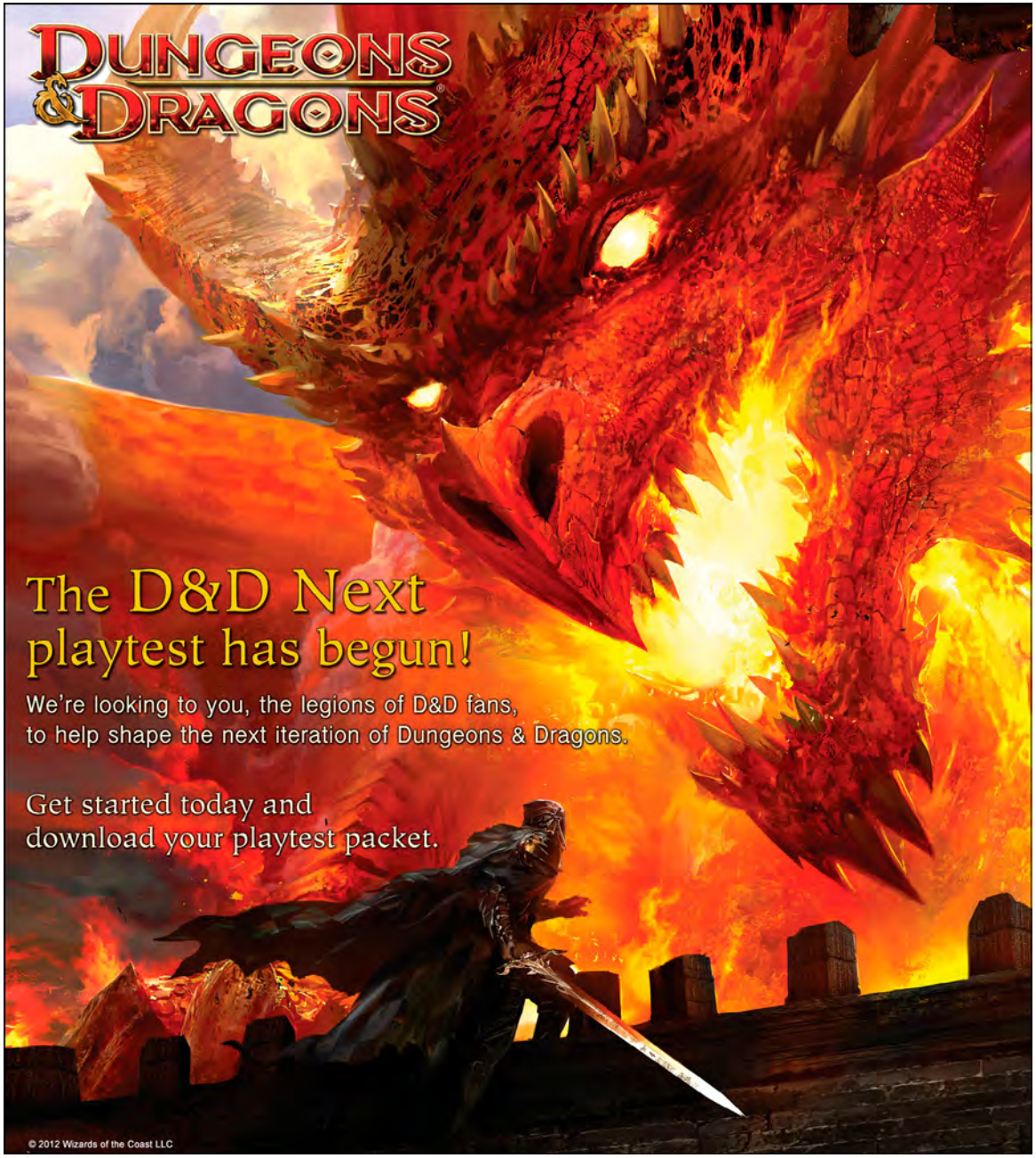
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Unearthed Arcana: Less Death, More Danger!

By Jeffrey Ludwig

Illustration by Sam Wood

Axe-wielding orcs, fire-breathing dragons, and flesh-eating zombies are a few of the deadly adversaries that adventurers face on a daily basis. That they dare fight such foes at all is wonder enough, but more puzzling still is how heroes can walk away from such battles without a scratch. Oh, they might be bloodied for a round or two, or they might fall unconscious on the field of battle, but a few *inspiring words* and Heal checks later, the heroes are as good as new.

But what if they aren't as good as new?

The Injury deck presented here provides you with an optional system that lets the monsters give the heroes a little something to remember them by. Each Injury card describes a wound that goes beyond a mere loss of hit points to afflict a character in a lasting way; these injuries take more than a soothing word and a few minutes of rest to heal. Sticks and stones might break an adventurer's bones, but a sucking chest wound is nasty.

Why Use Injuries?

If you like an extra dose of grit in your game, the idea of persistent injuries probably appeals to you already. But if you want to have a softer touch with your players, take a look at a few reasons to consider introducing them to the Injury deck.

Holding Life Dear

Players don't always act in their characters' best interests. For example, a fighter low on hit points ought to take cover to bandage wounds instead of staying in the fight, but the player might choose to have the fighter continue to attack each round instead, risking death. In such a case, the player might be depending on the healing that the party's cleric can provide. With the optional Injury deck, a character who drops to 0 hit points can sustain wounds that linger long after the battle is over. By using injuries as a consequence for falling in battle, a DM encourages a player to use his or her character's action points, healing options, and limited-use powers more aggressively to keep that character standing. A player might also change strategies to keep his or her character's hit points out of the territory where a single attack can kill the character.

An Alternative to Death

Heroes don't always walk away from battles. Sometimes a critical hit does them in, or they have an

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unlucky death saving throw. Even the pluckiest players sober up at the prospect of sitting out the rest of the session while the group finds a way to revive fallen characters. Worse yet, untimely deaths can stop adventures in their tracks or derail entire plot lines.

Injuries can provide an alternative to character death, serving as a serious repercussion for "dying" while allowing players to get back in the game quickly. A party with injured characters might be better served returning to town to nurse its wounds, but if the need is pressing, adventurers can forge on with wounded characters better than it could with dead ones.

Although you can use injuries as an alternative to death, characters are not necessarily immortal. You might have a compelling narrative reason for letting a character die, or you might want to add injuries to the game while still allowing for the possibility that combat can be fatal. You might decide, for instance, that a character who is reduced to his or her negative bloodied value by a coup de grace is killed rather than injured. Injuries act as a kind of insurance against accidental death in combat, while still allowing your villains to dispatch adventurers as they see fit. And if the only way to destroy the *Eye of Vecna* is for the adventurer using it to jump into the flames of Moradin's forge, it's fair to stipulate that the character doing so is not going to walk away with only a major injury. Whatever your decision, the key is to communicate clearly to your players beforehand what circumstances, if any, might result in character death rather than injury.

A Final Consideration

If you're thinking about adding the Injury deck to your bag of tricks, the first thing to consider is whether your players are game for it. Injuries can saddle characters with significant and lasting handicaps, and although some players appreciate the additional challenge, others might regard it as a form of punishment. Knowing and communicating with your players is the key to making sure injuries add to, rather than detract from, fun at your table.

Using the Injury Deck

To use the Injury deck, print and cut out the cards at the end of this article. (You can print two or three copies to create a larger deck.) Each card represents a single injury and has two severities, minor and major.

At the start of an encounter, shuffle the Injury deck and place it face down on the table where the players can reach it. When a character sustains an injury, have the player draw the top card.

Sustaining an Injury

Three circumstances might cause a character to sustain an injury: dropping below 1 hit point, failing three death saving throws before taking a short rest or an extended rest, or taking damage that reduces his or her hit points to his or her bloodied value expressed as a negative number. (See "Dying and Death" in the *Rules Compendium* for the rules on character death.)

Minor and Major: The effects of injuries are spelled out on the Injury cards. A minor injury has the effect described in the "Minor" section. A major injury has the effect described in both the "Major" section and the "Minor" section. For example, the Ruptured Spleen injury also includes the effects of Gut Wound (the minor injury on that card).

More than One Injury: A character can sustain only one injury per encounter but can have two or more injuries during an adventure (see "Multiple Injuries" below).

Dropping Below 1 Hit Point

When a character drops below 1 hit point, he or she risks sustaining an injury. At the end of an encounter, any character who dropped below 1 hit point during the encounter makes a saving throw. On a save, the character avoids injury. On a failure, the player draws a card from the Injury deck; the character suffers the minor injury on the card. If a character drops below 1 hit point multiple times during an encounter, the player still makes a single saving throw at the end of the encounter to determine whether he or she sustains a minor injury. If a character sustains a major injury during an encounter (see below), the player does not make this saving throw.

Failing Three Death Saving Throws

Any character who fails three death saving throws automatically sustains a major injury and does not die. After the character fails the third death saving throw, the player draws a card from the Injury deck, and suffers the major injury there. In addition, the character falls unconscious until the end of the encounter. At the end of the encounter, the character regains consciousness and has 1 hit point.

Falling to Your Negative Bloodied Value in Hit Points

As with failing three death saving throws, the character automatically sustains an injury after taking damage that reduces his or her current hit points to his or her bloodied value expressed as a negative number. The player draws a card from the Injury

DECK-BUILDING TIP

You can use spray adhesive to mount your printouts on card stock before cutting them for a more durable deck. Spare game cards and a glue stick work well too.

deck, and the character suffers the effect shown in the "Major" section. In addition, the character falls unconscious until the end of the encounter. At the end of the encounter, the character regains consciousness and has 1 hit point.

Multiple Injuries

Over the course of an adventure, a character might sustain more than one injury. If two or more injuries impose penalties on the same game statistic, the effects are cumulative.

Duplicate Injuries: If you are using an Injury deck that's larger than one card of each type, a character cannot incur multiple instances of the same injury. If a character who has a minor injury sustains the same injury again, the player discards the duplicate card, and the severity of the injury increases to major. If the duplicated injury is major, the player discards the duplicate card and draws a new one.

Variant: Fighting through Injuries

Injuries might be significant setbacks, but where adventurers differ from ordinary folk is in their determination to triumph in the face of adversity. This section presents two optional systems to allow characters to persevere despite injury: one general, the other more situational.

1. Push Past the Pain

Once per encounter per Injury card, an injured character can attempt to push past the pain as a free action to temporarily reduce the injury's effect. Even if a character has multiple injuries, he or she can use this option only once per turn; the player decides which injury counts for the attempt.

Ignore Minor Injury: A character can briefly disregard the effect of a minor injury by making a Constitution check or Charisma check (player's choice) as a free action at the start of his or her turn. Use an easy DC of the character's level. On a success, the injury has no effect that turn. The character can attempt to extend this benefit at the start of his or her next turn by making a second check, now with a moderate DC, and at the start of the following turn with a third check, now with a hard DC. The injury cannot be ignored further in following turns. If any of these checks fail, the character cannot attempt to disregard that Injury card again during the encounter.

Reduce Major Injury: A character can attempt to reduce the effect of a major injury to that of the corresponding minor injury; for example, temporarily reducing the effect of Crushed Hip to Gashed Thigh. The character must make a Constitution check or Charisma check (player's choice) at the start of his or her turn. Use a moderate DC of the character's level. On a success, the injury is reduced for that turn. The character can attempt to extend this benefit at the start of his or her next turn by making another check, but with a hard DC. The injury cannot be ignored further in following turns. If any of these checks fail, the character cannot attempt to reduce the effect of that Injury card again during the encounter.

2. Profit from Setbacks

Some characters thrive on challenges. Some players like to overcome steep obstacles. If your campaign caters to that sort of activity, consider using this option to allow characters to turn their wounds into opportunities.

Once per encounter per injury, if an injured character meets the trigger described in the text below for his or her injury location, he or she can attempt to turn the pain of the injury into a momentary advantage. The character makes a check as a free action using the indicated ability against an easy DC of the character's level. On a success, the character benefits from the positive effect. On a failure, the character suffers the negative effect. Even if a character has multiple injuries, he or she can use this option only once per turn.

Injury Card	Location
Concussion/Cracked Skull	Head
Cracked Rib/Sucking Chest Wound	Torso
Face Slash/Eye Gouge	Head
Gashed Thigh/Crushed Hip	Leg
Gut Wound/Ruptured Spleen	Torso
Nicked Artery/Gushing Artery	Other
Seeping Wound/Gangrenous Wound	Other
Sprained Ankle/Splintered Kneecap	Leg
Sprained Wrist/Broken Arm	Arm
Wrenched Back/Cracked Spine	Torso
Blackouts/Fainting Spells	Other

Arm Injury — Strength

Trigger: You roll the maximum result on a damage die and choose to keep it.
Success: The damaging effect deals extra damage equal to 5 + one-half your level to a single target.
Failure: You take a –2 penalty to attack rolls until the end of the encounter.

Head Injury — Wisdom

Trigger: You take your first turn in an encounter without delaying for an enemy, and you hit with your first attack.
Success: You gain 5 temporary hit points per tier.
Failure: You are dazed until the end of your next turn.

Leg Injury — Dexterity

Trigger: You are subjected to forced movement while slowed by an injury.
Success: You negate the forced movement.
Failure: You fall prone after the forced movement.

Torso Injury — Constitution

Trigger: You use an immediate action to make an attack.
Success: You gain a +2 power bonus to the attack roll.
Failure: You are stunned until the end of your next turn after the attack is resolved.

Other Injury	Constitution
Trigger: You take damage from an attack.	
Success: You can spend a healing surge.	
Failure: Your healing surge value is reduced by one-half your level until you take a short rest.	

Variant: Recovering from Injuries

Characters can attempt to recover from their injuries at the end of each extended rest. An injured character makes an Endurance check for each injury. Use a moderate DC of the character's level. On a success, the character reduces the severity of a major injury to minor, or if the severity was already minor, the character recovers from the injury (discarding the card). On a failure, the severity of the injury remains unchanged.

A character who has training in the Heal skill can use that skill to attempt to aid an ally's Endurance check for the purpose of recovering from an injury (using the rules for aiding another). A character can aid only one ally per extended rest and must make a separate Heal check for each injury.

Characters can also use the Remove Affliction ritual to treat an injury. The penalty to the Heal check equals the injured character's level if treating a minor injury, or the injured character's level + 5 if treating a major injury. If successful in either case, the character recovers from the injury (discarding the card).

Regardless of whether a character recovers from an injury naturally or with magical aid, telltale scars often remain. Retired adventurers bear such marks with rueful pride; each scar tells a story.

Changing the Pace

The recovery rules assume that you're running an ongoing game in which the characters follow a typical adventuring routine, tackling at least a few encounters during each day of game time. You can choose to adapt injuries to work with different play formats, too.

If you're running a single delve-style session, in which the party is unlikely to take an extended rest, allow the players to make their recovery checks after each short rest instead. A character cannot attempt to recover from a wound sustained during the encounter he or she just finished, though. That character has to suffer through it for at least one fight!

If you're running a campaign where the action is spread out over the course of days or weeks, you can draw out the recovery process. Depending on the time frames involved, you might have the players make recovery checks once a week rather than every day, or require that they succeed on multiple recovery rolls before reducing the severity of an injury.

About the Author

Jeffrey Ludwig has never TPKed a party with a crushing walls trap. Nor has he driven them to a watery grave. The incident with the cave bear was a statistical fluke, and he staunchly denies having turned one player's favorite character into an undead. Twice. This article is his first contribution to D&D Insider™ . . . and character longevity.

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What's Up in Downshadow

A Forgotten Realms® adventure for characters of levels 2-4

By Sterling Hershey

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Downshadow is a vast cavern located in the topmost level of Undermountain. The area attracts the unwanted elements of Waterdeep, so it's a den for thieves and the downtrodden. Residents of Downshadow vanish sometimes, but a rash of disappearances can cause even the worst people to sit up and take notice.

"What's Up in Downshadow" is a Dungeons & Dragons® adventure for characters of levels 2–4 set in the Forgotten Realms campaign setting. The adventure can be run as an introduction to the *Halls of Undermountain*™ adventure or as a standalone adventure in the Realms or in your own setting.

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Background

The architect of Undermountain, Halaster Blackcloak, had several apprentices, the first of whom was named Muiral. After Halaster went mad and disappeared, Muiral expelled a drow enclave from the level of Undermountain that would come to be known as Muiral's Gauntlet. Then one day he too vanished from Undermountain, just as Halaster had.

The drow hated and feared Muiral, but with Halaster's apprentice seemingly out of the way, they sought to reclaim the Gauntlet. Unfortunately for them, the level was magically sealed to prevent such intrusion.

Several weeks ago, Renala, a low-ranking priestess of Lolth, received an unexpected summons from the matron mother of her house. The elder priestess demanded that Renala prove her devotion by entering the Hall of Mirrors on the first level of Undermountain and retrieving a specific mirror. The matron warned her that the mirror was a trapped portal to Muiral's Gauntlet; if Renala could steal it and determine how to bypass the trap, her rapid ascension was assured. Failure could bring the reverse, or worse.

Determined not to fail, Renala led a party of drow, including her lover, Pel, into the hall. There she succeeded in locating what she sought, but, true to rumor, the mirrors created illusory copies of the drow (see encounter area 60 in *Halls of Undermountain*). While Renala and most of her retinue were distracted by their duplicates, Pel leapt into the mirror. He assumed the matron mother had lied about the trap, perhaps because she wanted to deny Renala the secrets hidden in Muiral's Gauntlet. Pel's mistake became immediately apparent when he was magically transformed into part of the mirror's frame—along with others who had earlier been trapped.

Renala is unwilling to give up the mirror until she has a chance to free Pel from his prison, but she knows her matron mother doesn't care about him and won't wait much longer. Further, going back to her enclave for help could cost Renala face and standing among other drow, even if she received help without the high priestess finding out.

Renala and her drow allies relocated the mirror to a secure cavern near Downshadow. Since then, they have been trolling the subterranean community for individuals with enough arcane knowledge or magical expertise to help free Pel and the other prisoners. As they search for likely targets, the drow rely on stealth to move through Downshadow undetected. They wear dark, tattered cloaks to conceal their weapons and armor, and masks made from the skinned faces of elves to hide their features. When they make a snatch, their innate control of darkness helps cover the act.

Renala's drow have been responsible for several high-profile disappearances in Downshadow—mad sages, exiled wizards, and even a spellcasting adventurer or two. Any person known to be an expert in arcane lore is fair game. When the drow identify such a person, they follow the individual and wait until he or she is alone. They incapacitate the target with drow poison and return to Renala's lair with the abductee for evaluation. Renala feeds captives who are less than helpful to her displacer beast.

Adventure Synopsis

Felarn Crommor, a good-hearted Waterdhavian noble, hires the characters to find a gnome wizard named Kroto, who is believed to be hiding somewhere in Downshadow. Given the inherent dangers of that district and of Undermountain, Felarn needs adventurers to complete this task.

Several months ago, Kroto was accused of murdering a merchant who sold ritual components. The gnome escaped custody and disappeared. Felarn never believed Kroto capable of the crime, and recently it came to light that a crooked business rival killed the merchant. Kroto needs to be informed that he can safely return to Waterdeep; Felarn has plans in motion to help the wizard get back on his feet when he does.

The adventure begins with the characters gaining entry to and exploring Downshadow. Finding Kroto is no simple task, because he disguised himself as a sage named Scribbler when he went into hiding. In the course of tracking him down, the characters discover that someone or something is abducting sages and spellcasters from the subterranean community. It soon becomes apparent that Kroto was quietly investigating the disappearances before he became a victim.

The search eventually leads to Renala's allies and, ultimately, to the priestess's lair.

Missing Kroto

Felarn Crommor is eager to find Kroto and learns about the up-and-coming adventurers through his network of friends and contacts. He has heard enough good things about the characters to invite them to meet him at his manor. Alternatively, he might suggest the upper level of the Knight 'n' Shadow tavern (see the next page) if bringing the party to his home is problematic.

Felarn's home is fine and elegant. A servant shows the guests to the library. Once everyone is ready, Felarn gets right to the point.

After the group enters the library, read:
"It is good of you to come. I have a small job for you, if you're willing and available. I need you to locate a gnome wizard named Kroto—yes, the one recently cleared of killing a magical-component supplier some weeks ago. Kroto fled and went into hiding in Undermountain when he was first accused. I doubt word has reached him that it is safe to return.

"I propose that you go, give him the news, and escort him out of that dreadful place. I'd do it myself, but I doubt I have the skills needed. I'll pay you 250 gold to take on this task.

"Now, finding him could be tricky. He has taken on a new name, and he's accomplished with disguises. He has also gone to ground somewhere in the underground slum of Downshadow. It's filled with the scum of Waterdeep society—thieves, brigands, failed adventurers, and worse. Have you been there?"

Felarn tells the party of two disguises Kroto has used in the past: a crazy gnome illusionist turned beggar and a lay priest of Amaunator. He doubts either is Kroto's current identity, but he suspects the wizard might have reused them in some way. The noble believes Kroto entered Downshadow through the Knight 'n' Shadow, and he suggests the adventures do the same.

Aware of the dangers of Downshadow, Felarn knows that his friend might be dead. If such a fate has befallen Kroto, the noble is still willing to pay for the return of the wizard's remains so he can get Kroto resurrected.

If the adventurers haggle, Felarn goes along with the game, but he won't increase his offer more than 25 percent. If pressed, he promises to use his influence to aid the party in the future if they succeed in this task. He's a politically powerful ally.

If the characters agree, they gain the "Find Kroto" major quest.

Major Quest: Find Kroto

3rd-level Major Quest (150 XP/character)
The adventurers must find Kroto (or his remains) and return him to Felarn to complete this quest.

Search for Kroto

The characters' investigation turns up clues after they start asking around in the Knight 'n' Shadow tavern.

Knight 'n' Shadow

This dive is known for its questionable clientele and its connection to Undermountain. The tavern is divided into an upper portion called the Knight and a lower level called Shadow, which overlooks the Downshadow cavern. Rickety steps built into a chute in the Knight's back room connect the two levels. Durral, a spellscarred half-orc, operates a rope lift that allows descent to the cavern floor. The way is well guarded against the denizens below.

Looking for Kroto

No one in the tavern remembers anyone matching Kroto's description, but they do recall one of Shadow's servers ranting about being deceived weeks ago. A mad gnome made it all the way to the Downshadow floor without paying a single bribe or buying any of his drinks along the way. The characters don't learn much more than variations on the tale of the crazed gnome.

Down to Downshadow

If the characters ask about access to Downshadow in the Knight, they learn that passage to Shadow is granted only to Downshadow regulars or to those who can pay a bribe of 25 gp per person. The characters can enter by paying off the guards, passing themselves off as persons who should be allowed free or discounted entry (DC 13 group check using Bluff, Diplomacy, or Streetwise; DC 21 for free passage), or bribing or otherwise convincing a regular to escort them. (At this point, consider introducing Kion, who might thereby gain the characters' trust. See the "Key Downshadow Figures" section.)

The characters find a similar situation in Shadow, where Durral and a group of human guards watch the way to the cavern floor. The half-orc charges 5 gp per person to lower a party into the cavern. No free climbing is allowed.

Aside from the bribes, the adventurers have little trouble passing through the tavern. If they start trouble, however, they face strong resistance from Durral and the guards, befitting a dangerous dungeon entrance (encounter level 6; 1,350 XP). The tavern employees are more interested in subduing troublemakers than in killing anyone.

Durral, Spellscarred Bouncer	**Level 7 Brute**
Medium natural humanoid, half-orc	XP 300
HP 96; **Bloodied** 48	**Initiative** +5
AC 19, **Fortitude** 20, **Reflex** 19, **Will** 18	**Perception** +9
Speed 6	Blindsight 2, low-light vision
Standard Actions	
⊕ **Spellscarred Fists** (force) ✦ **At-Will**	
Attack: Melee 1 (one creature); +12 vs. AC	
Hit: 1d4 + 7 damage plus 1d6 + 6 force damage.	
⸸ **Thunder Fists** (force, thunder) ✦ **Recharge** ⚄ ⁞⁞	
Attack: Melee 1 (one creature); +12 vs. AC	
Hit: 1d4 + 7 damage plus 1d6 + 6 force damage.	
Effect: The target and each creature adjacent to it take 5 thunder damage and fall prone.	
Triggered Actions	
Spellscar Fury (force) ✦ **Encounter**	
Trigger: Durral hits with an attack.	
Effect (Free Action): The triggering attack deals 1d10 extra force damage, and the target falls prone.	
Skills Insight +9, Intimidate +9, Streetwise +9	
Str 19 (+7) **Dex** 15 (+5) **Wis** 12 (+4)	
Con 16 (+6) **Int** 10 (+3) **Cha** 12 (+4)	
Alignment unaligned **Languages** Common, Giant	

7 Town Guards	Level 3 Soldier
Medium natural humanoid, human	XP 150 each
HP 47; **Bloodied** 23	**Initiative** +5
AC 19, **Fortitude** 16, **Reflex** 15, **Will** 14	**Perception** +6
Speed 5	

Standard Actions

Halberd (weapon) ✦ **At-Will**
Attack: Melee 2 (one creature); +8 vs. AC
Hit: 1d10 + 5 damage, and the town guard marks the target until the end of the town guard's next turn.

Crossbow (weapon) ✦ **At-Will**
Attack: Ranged 20 (one creature); +8 vs. AC
Hit: 1d8 + 5 damage.

Powerful Strike (weapon) ✦ **Recharge** ⚄ ⁞⁞
Attack: Melee 2 (one creature); +8 vs. AC
Hit: 2d10 + 5 damage, and the target falls prone.

Triggered Actions

Interceding Strike (weapon) ✦ **At-Will**
Trigger: An enemy marked by the town guard makes an attack that doesn't include it as a target.
Attack (Immediate Interrupt): Melee 2 (the triggering enemy); +8 vs. AC
Hit: 1d10 + 5 damage.

Skills Streetwise +7

Str 16 (+4)	**Dex** 14 (+3)	**Wis** 11 (+1)
Con 15 (+3)	**Int** 10 (+1)	**Cha** 12 (+2)

Alignment unaligned **Languages** Common
Equipment chainmail, halberd, crossbow, 20 bolts

Stockade

Once the characters arrive at the cavern floor, they are hailed by a gnome thief called Stockade. He is so nicknamed for being regularly thrown out of the Knight 'n' Shadow for pickpocketing. Whenever he gets caught, Durral locks him up in a stockade near the bottom of the rope lift as punishment. He pleads for freedom from anyone within earshot, or hurls insults at Durral.

Stockade has a perfect memory for faces, and he uses his talent to sell information about people's movements in the cavern. His starting price is 5 gp per piece of information. He knows the mad gnome from the tavern disappeared into Downshadow, never to be heard from again. If the characters mention Undermountain, Stockade identifies Izzy the Appraiser (see event 5) as the go-to person for information on that subject. He has also learned that areas of impenetrable darkness appear in Downshadow, and they always pop up around the time someone vanishes, but Stockade reveals this information only if asked about disappearances. See entry 84–90 under "Rumors."

For a share of any loot plus a payment of 10 gp per day, Stockade is willing to join the party as a companion character. (See "Companion Characters" in chapter 1 of *Dungeon Master's Guide® 2* for more information.) He can serve as a guide for the adventurers and potentially make up for the party's weaknesses. One of the players can run him during combat.

If threatened or treated badly, Stockade lies to the adventurers, giving them a lead that sends them to a dangerous area. If Stockade is with them when they arrive, he slips away during any conflict. He might try to pilfer an item or two during his escape.

Stockade, Gnome Pickpocket	Level 3 Striker
Small fey humanoid	
HP 37; **Bloodied** 18; **Healing Surges** 8	**Initiative** +5
AC 18, **Fortitude** 15, **Reflex** 17, **Will** 16	**Perception** +5
Speed 5	Low-light vision

Traits

Reactive Stealth
If Stockade has cover or concealment when he rolls initiative, he can make a Stealth check to become hidden.

Standard Actions

Short Sword (weapon) ✦ **At-Will**
Attack: Melee 1 (one creature); +7 vs. AC
Hit: 1d6 + 6 damage, or 2d6 + 6 damage if the target is granting combat advantage to Stockade.

Dagger (weapon) ✦ **At-Will**
Attack: Ranged 10 (one creature); +7 vs. AC
Hit: 1d4 + 6 damage, or 2d4 + 6 damage if the target is granting combat advantage to Stockade.

Stumble Cut (weapon) ✦ **Encounter**
Attack: Melee 1 (one creature); +7 vs. AC
Hit: 1d6 + 6 damage, or 2d6 + 6 damage if the target is granting combat advantage to Stockade, and Stockade can swap places with the target, sliding it 1 square and shifting 1 square himself. He then shifts up to 3 squares.

Vanish from Sight (illusion) ✦ **At-Will**
Effect: Stockade becomes invisible until he hits or misses with an attack or until the end of his next turn.

Triggered Actions

Fade Away (illusion) ✦ **Encounter**
Trigger: Stockade takes damage.
Effect (Immediate Reaction): Stockade becomes invisible until he hits or misses with an attack or until the end of his next turn.

Skills Stealth +10, Streetwise +9, Thievery +10

Str 10 (+1)	**Dex** 18 (+5)	**Wis** 8 (+0)
Con 15 (+3)	**Int** 11 (+1)	**Cha** 17 (+4)

Alignment unaligned **Languages** Common, Elven
Equipment leather armor, short sword, dagger

Exploring Downshadow

Downshadow is a cavernous area in the southeastern corner of Undermountain's first level. The area is home to an ever-changing population of thieves, criminals, down-on-their-luck individuals, and wayward adventurers. Most dwell in small, dirty tents or curtained-off areas, although some have pieced together creaky shacks from debris. The population fluctuates greatly. Most of the current inhabitants cluster around the ledge holding Shadow, leaving many of the outlying dwellings abandoned.

Broken remnants of an improvised fence cutting across the southwestern portion of the cavern are all that remains of a recent attempt to organize and protect some of the inhabitants. The group of adventurers responsible could not keep the fence intact against constant scavenging. Without the fence, their meager security fell apart, and the adventurers quickly lost what local support they had.

To find Kroto, the characters must follow leads that take them through Downshadow. Each successful DC 13 Streetwise check (or good roleplaying, perhaps involving other social interaction checks) reveals a rumor from the "Rumors" section. Some of these yarns lead to encounters in specific areas or with certain individuals, which provide clues to Kroto's fate and the drow kidnappings. The characters might also run into some encounters randomly or by interacting with key NPCs.

Key Downshadow Figures

Most Downshadow denizens are out for themselves and extremely distrustful of others. The adventurers might run into one or more of these inhabitants in the course of their investigation, possibly triggering a related event (see the "Events" section).

Bart is a wandering beggar. He has a knack for appearing at inopportune moments, such as when the characters are sneaking up on someone. Bart sees a lot that happens in Downshadow. See event 6.

Block is a loud, heavy-drinking half-orc who was in charge of the guards at the failed fence. Even when intoxicated, Block is a reliable source of information. See event 2.

Izzy the Appraiser is an elderly Undermountain loremaster who knew Kroto as Scribbler the Scribe. See event 5.

Kion is a human thief, adept at scavenging in the Downshadow cavern for useful items to sell or barter for food or tattered goods. He is also Renala's paid spy. See event 11.

NOVEL NPCS

DMs familiar with the Forgotten Realms novel *Downshadow* might want to include encounters with characters from the story. Two are likely to be in the area. One is Fayne, an eladrin warlock, con artist, thief, and scandalizer. The other is Arrath "Rath" Vir, a dwarf monk, assassin, and mercenary.

Rumors

When the characters discover a rumor, you can choose one from the following list (in order from top to bottom) or pick one based on what you think best fits the situation. If you prefer or need a quick answer, you can roll randomly (d%).

Each true rumor the characters learn becomes a minor quest for the party. If the characters investigate the rumor successfully, each earns 25 XP for learning useful information in the search for Kroto.

01–06: Ricoro, an alchemist, disappeared two weeks ago when his tent beyond the fence burned. (True; see events 1 and 2.)

07–13: The disappearances began when the other adventurers abandoned the fence two months ago. One of them, a drunk named Block, was the root of the problem. His fellows abandoned him, leaving him destitute in Downshadow. He still lives near the fence. (Partially true. The events are unrelated, but Block remains in Downshadow; see event 2.)

14–20: Two weeks ago, several elves were found beheaded in the northern cavern of Downshadow. (True; see event 3.)

21–26: Shara Shaana, a cleric of Amaunator and one of the few good people in town, disappeared from her tent-shrine three weeks ago. (True; see event 4.)

27–33: A doppelganger has killed and replaced several sages, so don't trust any you meet! (False.)

34–40: An entire adventuring party was devoured by a room full of mimics posing as chests in a side cavern. (False, but started by Renala to frighten away anyone who might get into the cave where the drow's supplies are hidden, including several chests.)

41–47: Izzy the Appraiser claims darkness consumed Scribbler the Scribe. Izzy is hiding deep in the fenced area. (True; see event 5.)

48–54: A resurgence of the Spellplague is affecting magic and causing wizards to disappear. (False.)

55–61: Adventurers are snatching spellcasters to replace those lost from their parties. They're trying to get into the northern reaches of Undermountain and they keep losing casters in a deadly trap. (False.)

62–70: Tales about a monster in the eastern cavern have frightened many inhabitants away from their dwellings near that end of Downshadow. (True; see event 12.)

71–76: Waterdhavian guards are kidnapping Downshadow sages and wizards to weaken the area before a massive raid. (False; most who hear this rumor laugh at the idea that Waterdeep cares enough to mount such a raid.)

77–83: Scribbler the Scribe was too curious for a newcomer, always poking into other people's business. No one is surprised that he disappeared a week ago. (True.)

84-90: Unnatural darkness grips small areas of Downshadow unexpectedly, then dissipates quickly. Stockade was talking about the darkness just the other day. (True; the drow hide in this darkness.)

91-96: Durral sneaks people out of Downshadow by using the lift. (True, but irrelevant to the investigation.)

97-00: The missing sages secretly left to avoid a cataclysm they foresaw. (False.)

Events

Characters following up on rumors can trigger events that further their investigation. Alternatively, if the party ends up in the right place, an event might occur there. Some events are tied to specific locations, as noted in their entries.

Event 1: Burned Tent

Exploration Encounter

Ricoro was a competent alchemist who lived in a tent beyond the ruined fence. He disappeared two weeks ago, when his tent caught fire. Several halfling neighbors heard a struggle and saw shadowy figures disappear into an unnatural darkness as the tent burned. If questioned, the neighbors point the characters to Izzy the Appraiser (event 5) as one of Ricoro's associates.

Event 2: Block

Roleplaying Encounter

Block spots the party and tries to join them by following them around. He truthfully claims to have been one of the adventurers responsible for the fence but feels he doesn't deserve the blame for its failure.

Despite his drunkenness, Block has reliable information about other Downshadow events, especially Izzy the Appraiser's knowledge of unusual objects from Undermountain. He claims to have seen thugs kidnapping someone in the darkness, but admits to being too drunk to do anything about it at the time.

Block is easily distracted or bribed with alcohol. He wanders off or passes out before he can become useful to any of the characters' plans.

Event 3: Headless Elves

Roleplaying Encounter

Investigating rumors of headless elves sends the characters to the northern cavern. The inhabitants, a motley collection of human and half-orc thieves, want no trouble with well-armed strangers. Therefore, they're easily convinced to answer questions (DC 13 Bluff, Diplomacy, or Intimidate check; +2 to the check per 5 gp offered as a bribe).

During any exchange, as a roundabout way to ask for a bribe, the thieves mention that Scribbler the Scribe came poking around, asking questions. The thieves humored him, since he was willing to spread a little coin around.

The thieves took over this cavern a couple of weeks ago. While cleaning out one corner, they found the elves' headless bodies. The corpses had obviously been rotting there for a few weeks and had nothing useful on them.

Event 4: Shrine

Roleplaying Encounter

The cleric Shara Shaana disappeared three weeks ago. A few beggars she once helped now keep watch over the shrine to Amaunator in her tent, trying to carry on Shara's work. When they can, they answer any questions truthfully. You can also use them to quash false rumors.

Under Kion's influence, however, they have come to believe that a demon inhabits part of the eastern cavern. (The drow hope to frighten away potential intruders with such stories.) The beggars scraped up enough coins to hire a tiefling arcanist named Ronsi to ward the place against the fiend (see event 12).

The beggars also tell the party that Scribbler the Scribe helped investigate Shara's disappearance. The sage found part of a spider-shaped silver brooch in the tent's dirt floor. The beggars give the brooch to the characters: It is of drow make (DC 16 Arcana, Dungeoneering, or History check to identify this fact).

Event 5: Izzy the Appraiser

Roleplaying Encounter

Izzy, an elderly gnome, is an Undermountain historian. She lives in a tent along a wall inside the old fenced area. Although she has very poor eyesight, her tent is filled with historical tomes.

Izzy was Kroto's closest acquaintance in Downshadow, but she knows him as Scribbler the Scribe. She dropped by Scribbler's tent unexpectedly last week just as he was taken. Izzy couldn't make out much, but she thought she saw a writhing darkness envelop Scribbler, only to separate and disappear. She turned invisible to avoid detection and fled. She's convinced a shadow monster is devouring spellcasters. What actually occurred is that the shrouded drow surrounded Scribbler, blocking him from Izzy's view. They knocked him out, covered him in a cloak, and carried him away under cover of darkness. Most went in different directions as they left the scene.

Izzy can tell the characters where Scribbler's tent is (see event 7). She is unwilling to leave the safety of her tent without an escort and joins the party only after many assurances that her help will put a stop to the disappearances. If asked about Ricoro, she tells them that she knows he's missing, but she doesn't know more than that.

Event 6: Bart the Beggar

Roleplaying Encounter

Bart the Beggar accosts the party as they pass a small tent. He pleads for money. If the characters ask any questions related to their search, he tells them about a past encounter with a mysterious group.

One evening, as Bart was sleeping in a pile of junk, muffled, squabbling voices awakened him. Peering out, he saw a group of cloaked figures hauling a large flat object covered by heavy cloth. They were difficult to see in the dark, but they headed eastward, along the northern edge of the cavern. The sounds of squabbling seemed to emanate from the object. (In fact, the object was the cursed mirror, whose captives were complaining.)

Offhandedly, Bart wonders if Izzy the Appraiser (see event 5) knows anything about talking, flat, cloth-covered objects. He can point the characters to Izzy for a "donation" of 5 gp.

Event 7: Scribbler's Tent

Exploration Encounter

Scribbler's abandoned dwelling is a tattered tent close to the old fence. The tent is obviously picked over. Just a few scraps of parchment, empty ink bottles, and broken quills remain. Inside, a large flat rock on the floor covers a shallow hole (Perception DC 21 to spot) that holds a bag containing 100 gp and Kroto's disguise kit (30 gp; using these cosmetics and prosthetics gives a +2 bonus to Bluff checks to pass off disguises).

The cache also contains a satchel of investigation gear (40 gp; using the gear grants a +2 bonus to Perception checks to search an area for specific details). Within the satchel are containers made from different materials, brushes, vials of dust, tweezers, picks, probes, a magnifying glass, ink and quills, parchment, and a small journal. Also inside is a hand-drawn map of Downshadow that is marked with dots corresponding to the locations of events 1, 3, and 4. The journal has notes about the headless elves, the burned tent, and the missing cleric of Amaunator.

You can add more clues to the map and journal if you wish to guide the party further.

Event 8: Adventurer Flight

Roleplaying Encounter

If you need to drop a big clue, you can have a group of exhausted adventurers returning from Undermountain run across the party while heading for the Knight 'n' Shadow. They are moving quickly, because when they came through the eastern end of the cavern, a group of cloaked figures with horrible misshapen faces (actually drow in skinned-elf masks) pounced from the darkness and tried to kidnap their sorcerer. They tell the characters their story but refuse to linger very long to do so.

Event 9: Supply Tent

Roleplaying Encounter

The supply tent is a small pawnshop selling gear and goods, including normal equipment and anything else you want the characters to be able to buy. The human owner, Jorn Trey, supplied parchment to Scribbler the Scribe. He also consults Izzy the Appraiser when he needs to identify strange goods, and he knows the two gnomes knew each other. He calls Izzy a historian, playing up her reputation as someone who knows a lot about Undermountain and items found there.

Event 10: Drow Party

Roleplaying/Combat Encounter Level 3 (800 XP)

The characters might catch a glimpse of the drow as they seek more victims. They must be in the right location—near a likely target, at the scavenger's tent (Kion's home), or close to the cavern's eastern end.

If the drow learn about the party, whether from obvious magic use or because Kion informs them, they might ambush the characters at any location. They prefer to attack close to their lair or at a place that has multiple escape routes.

Monsters: 1 drow garroter, 5 drow scouts.

Treasure: Each drow carries 15 gp and a silver spider-shaped brooch (10 gp).

Drow Garroter Level 4 Lurker
Medium fey humanoid, drow XP 175

HP 42; **Bloodied** 21 **Initiative** +10
AC 18, **Fortitude** 16, **Reflex** 17, **Will** 15 **Perception** +8
Speed 6 Darkvision

Traits

Unrelenting Grab
If the garroter moves, any creature grabbed by the garroter moves with it, staying grabbed in a space of the garroter's choice adjacent to the garroter.

Creature Shield
While the garroter has a creature grabbed, the garroter gains a +5 bonus to all defenses.

Standard Actions

⊕ **Short Sword** (weapon) ✦ **At-Will**
Attack: Melee 1 (one creature); +9 vs. AC
Hit: 2d6 + 5 damage.

⸸ **Garrote** (weapon) ✦ **At-Will**
Attack: Melee 1 (one creature granting combat advantage to the garroter); +7 vs. Reflex
Hit: 2d8 + 3 damage, and the target is grabbed (escape DC 14) until the end of the garroter's next turn.
Sustain Standard: 2d8 + 3 damage, and the grab persists until the end of the garroter's next turn.

Minor Actions

Cloud of Darkness (zone) ✦ **Encounter**
Effect: Close burst 1. The burst creates a zone that lasts until the end of the garroter's next turn. The zone blocks line of sight for all creatures except the garroter. While entirely in the zone, any creature other than the garroter is blinded.

Skills Stealth +11

Str 16 (+5)	**Dex** 18 (+6)	**Wis** 12 (+3)
Con 12 (+3)	**Int** 11 (+2)	**Cha** 14 (+4)

Alignment evil **Languages** Common, Elven
Equipment leather armor, short sword, wire garrote

5 Drow Scouts	Level 2 Skirmisher
Medium fey humanoid, drow	XP 125 each
HP 38; **Bloodied** 19	**Initiative** +6
AC 16, **Fortitude** 14, **Reflex** 15, **Will** 13	**Perception** +6
Speed 6	Darkvision
Standard Actions	
⊕ **Longsword** (poison, weapon) ✦ **At-Will**	
Attack: Melee 1 (one creature); +7 vs. AC	
Hit: 1d8 + 6 damage, and if the target is granting combat advantage to the scout, ongoing 3 poison damage (save ends).	
Effect: The scout can shift 1 square.	
⊕ **Short Sword** (poison, weapon) ✦ **At-Will**	
Attack: Melee 1 (one creature); +7 vs. AC	
Hit: 1d6 + 5 damage, and if the target is granting combat advantage to the scout, ongoing 3 poison damage (save ends).	
Effect: The scout shifts up to 2 squares.	
⊕ **Two-Weapon Attack** ✦ **Recharge** when first bloodied	
Effect: The drow uses *longsword* and *short sword*.	
Minor Actions	
⊹ **Cloud of Darkness** (zone) ✦ **Encounter**	
Effect: Close burst 1. The burst creates a zone that lasts until the end of the scout's next turn. The zone blocks line of sight for all creatures except the scout. While entirely in the zone, any creature other than the scout is blinded.	
Skills Stealth +9	
Str 12 (+2) **Dex** 17 (+4) **Wis** 11 (+1)	
Con 14 (+3) **Int** 11 (+1) **Cha** 13 (+2)	
Alignment evil **Languages** Common, Elven	
Equipment leather armor, longsword, short sword	

Tactics: If spotted while on other business, the drow try to disappear into the darkness and remain unidentified. They turn to fight only if cornered or to avoid leading the characters to their lair.

If the drow want to capture a spellcaster, they try to separate that character from the group. The garroter focuses on knocking that adventurer unconscious and dragging him or her away.

Bloodied drow flee toward their lair but try to lose pursuers. Captured drow resist interrogation, but they might reveal some details if effectively threatened or bribed. If so, they say that the lair entrance is trapped but don't divulge the password.

Event 11: Scavenger's Tent

Roleplaying Encounter

Kion keeps a collection of useful common items, which he's willing to sell, at his tent. He is also a spy for the drow. Whenever he identifies a useful spellcaster, Kion passes the name on to his patrons. He knows they need sages to investigate an artifact they found.

Light: Kion keeps a lantern burning to light his tent and the nearby area.

Monsters: Kion (common bandit).

Lore: The drow visit Kion every few days, and when they come, they wear hooded cloaks and their elfskin masks. Kion doesn't know that he's dealing with drow, but he recently figured out the connection between the masks they wear and the headless elves. Now he's too terrified of his patrons to flee.

Kion knows of Scribbler and acknowledges that he "found" a few spell components for the gnome. He subtly asks about any spellcaster he sees in the party, assessing if that person is worth reporting. Kion also tips his patrons to any adventurers he thinks might be on their trail. His doing so could lead to a drow ambush (see event 10).

Development: The characters might suspect Kion is involved in the disappearances and confront him. If so, they might convince him to let them try to ambush the drow on their next visit to his tent (DC 20 Diplomacy or Intimidate; DC 13 with offers of protection).

If the adventurers use this strategy, they don't have to wait too long before Nolk, a drow scout, arrives to talk with Kion. Other drow stealthily surround the tent to protect Nolk. See event 10 for a typical drow party. You're free to use another combination of drow, perhaps including a couple of Lolthbound goblins (see event 12).

Tactics: If combat begins, the drow focus on escaping but don't pass up an opportunity to grab someone who obviously knows arcane lore. Kion might join the battle on the side that looks likeliest to win.

Common Bandit	Level 2 Skirmisher
Medium natural humanoid, human	XP 125
HP 37; **Bloodied** 18	**Initiative** +6
AC 16, **Fortitude** 12, **Reflex** 14, **Will** 12	**Perception** +1
Speed 6	
Traits	
Combat Advantage	
The bandit deals 1d6 extra damage against any creature granting combat advantage to it.	
Standard Actions	
⊕ **Mace** (weapon) ✦ **At-Will**	
Attack: Melee 1 (one creature); +7 vs. AC	
Hit: 1d8 + 5 damage, and the bandit can shift 1 square.	
⊕ **Dagger** (weapon) ✦ **At-Will**	
Attack: Ranged 10 (one creature); +7 vs. AC	
Hit: 1d4 + 5 damage, and the bandit can shift 1 square.	
⊕ **Dazing Strike** (weapon) ✦ **Recharge** when the attack misses	
Attack: Melee 1 (one creature); +7 vs. AC	
Hit: 1d8 + 5 damage, and the target is dazed until the end of the bandit's next turn.	
Effect: The bandit can shift 1 square.	
Skills Stealth +9, Streetwise +7, Thievery +9	
Str 12 (+2) **Dex** 17 (+4) **Wis** 11 (+1)	
Con 13 (+2) **Int** 10 (+1) **Cha** 12 (+2)	
Alignment unaligned **Languages** Common	
Equipment leather armor, mace, 4 daggers	

Event 12: Seeking a Monster

Combat Encounter Level 1-3 (530 XP, or 830 XP with the Lolthbound goblins)

If the characters investigate the rumors of a demon at the eastern end of the cavern, they come upon a tiefling arcanist named Ronsi as he completes a ritual. He faces the mouth of the eastern tunnel, which leads to the drow lair. Several humans watch over him.

Light: Ronsi has an *everburning torch*, providing bright light in the area.

Monsters: Ronsi (tiefling heretic), 5 human goons, 2 Lolthbound goblins.

Trap: Demonweb glyph.

Lore: Kion manipulated Shara Shaana's followers into hiring Ronsi, one of Renala's allies, to deter anyone from entering the drow lair. Ronsi reads from a ritual scroll given to him by Renala. Ronsi believes the ritual creates a ward designed to hold back the rumored demon. In reality, the ward is a more general purpose trap—a glyph that hinders traffic to the drow lair. (Ronsi's magical prowess is insufficient to help Renala with the mirror, but good enough to set the trap with the aid of the scroll.) Characters can see the glyph on the cavern floor near the eastern tunnel, and a secret password ("zavuth") allows Renala and her drow to move through the tunnel safely.

Development: The human guards try to discourage the characters from approaching the glyph, because doing so will set off the trap, and neither they nor Ronsi can reset it. If a character enters the eastern tunnel without speaking the proper command word, the glyph triggers. If the characters trigger the trap, harass Ronsi in any way, or imply he's doing something shady, the tiefling heretic attacks them. At the start of the second round, a pair of Lolthbound goblins enter the cavern from the drow lair to attack the adventurers (whispering the secret password to avoid triggering the glyph).

For the first round, the humans are confused and fight on Ronsi's side. A successful DC 13 Diplomacy or Bluff check can persuade them to turn against the heretic and the goblins. Otherwise the humans flee during the third round.

Ronsi, who's in this for the money, tries to get away when he's bloodied. If captured, he can reveal most of the story—he feels no loyalty to his employers—and can provide the password for the glyph. Although he doesn't know that Renala and her followers are drow, he knows they are wearing masks made from the skins of elves.

Treasure: Ronsi has 25 gp, a pouch of *residuum* (30 gp), and a magic item of the party's level + 1.

Demonweb Glyph — **Level 2 Trap**
Object — XP 125

Detect Perception or Arcana DC 9 — **Initiative** –
Immune attacks

Triggered Actions

Attack (poison, zone)
Trigger: A creature enters the warded area without saying the password.
Attack: Close burst 3 (creatures in the burst); +5 vs. Reflex
Hit: 2d6 + 3 poison damage, and the target is slowed (save ends).
First Failed Saving Throw: The target is instead immobilized (save ends).
Effect: The glyph creates a zone that lasts until the end of the encounter. All squares in the zone are difficult terrain.
Special: Once the glyph is triggered, it disappears and cannot be triggered again.

Countermeasures

✦ **Disable:** Arcana (trained) or Thievery DC 20 (standard action). *Requirement:* The character must be adjacent to the glyph. *Success:* The character disables the glyph. *Failure (15 or lower):* The character triggers the trap.

Tiefling Heretic — **Level 6 Artillery**
Medium natural humanoid — XP 250

HP 60; **Bloodied** 30 — **Initiative** +8
AC 20, **Fortitude** 17, **Reflex** 18, **Will** 18 — **Perception** +6
Speed 6 — Low-light vision
Resist 11 fire

Standard Actions

Dagger (weapon) ✦ **At-Will**
Attack: Melee 1 (one creature); +11 vs. AC, or +12 vs. AC if the target is bloodied
Hit: 2d4 + 9 damage.

Balefire (fire) ✦ **At-Will**
Attack: Ranged 10 (one creature); +11 vs. Reflex, or +12 vs. Reflex if the target is bloodied
Hit: 1d8 + 5 fire damage, and ongoing 5 fire damage (save ends).

Serpent Curse (illusion, psychic) ✦ **Encounter**
Attack: Ranged 10 (one creature); +11 vs. Will, or +12 vs. Will if the target is bloodied
Hit: 1d6 + 8 psychic damage, and ongoing 10 psychic damage (save ends).

Triggered Actions

Infernal Wrath (fire) ✦ **Encounter**
Trigger: An enemy within 10 squares of the heretic hits it with an attack.
Effect (Free Action): The triggering enemy takes 1d6 + 5 fire damage.

Cloak of Escape (teleportation) ✦ **At-Will**
Trigger: A melee attack hits the heretic.
Effect (Immediate Reaction): The heretic teleports up to 5 squares.

Skills Bluff +13, Insight +11, Stealth +13
Str 15 (+5) — **Dex** 20 (+8) — **Wis** 16 (+6)
Con 18 (+7) — **Int** 13 (+4) — **Cha** 20 (+8)
Alignment any — **Languages** Common
Equipment dagger

2 Lolthbound Goblins	Level 3 Soldier
Small natural humanoid, goblin	XP 150 each
HP 45; **Bloodied** 22	**Initiative** +6
AC 19, **Fortitude** 15, **Reflex** 16, **Will** 15	**Perception** +3
Speed 6	Darkvision
Traits	
Drow Inspiration	
While within 5 squares of a drow ally, the goblin gains a +2 power bonus to attack rolls and all defenses.	
Standard Actions	
⊕ **War Pick** (weapon) ✦ **At-Will**	
Attack: Melee 1 (one creature); +8 vs. AC	
Hit: 2d8 + 2 damage, or 3d8 + 2 damage if the goblin scores a critical hit, and the target is marked until the end of the goblin's next turn.	
⸸ **Stinging Blow** (poison, weapon) ✦ **Encounter**	
Attack: Melee 1 (one creature); +8 vs. AC	
Hit: 2d8 + 2 damage, or 3d8 + 2 damage if the goblin scores a critical hit, and any ongoing poison damage the target is taking increases by 5.	
✧ **Lolthbound Shriek** (thunder) ✦ **Encounter**	
Attack: Close blast 5 (creatures in the blast that are not drow, goblins, or spiders); +6 vs. Fortitude	
Hit: 2d10 thunder damage.	
Triggered Actions	
Drow Protector ✦ **At-Will**	
Trigger: A melee or ranged attack hits or misses an adjacent drow ally.	
Effect (Immediate Interrupt): The triggering attack targets the goblin instead.	
Goblin Tactics ✦ **At-Will**	
Trigger: The goblin is missed by a melee attack.	
Effect (Immediate Reaction): The goblin shifts 1 square.	
Str 14 (+3) **Dex** 17 (+4) **Wis** 14 (+3)	
Con 13 (+2) **Int** 8 (+0) **Cha** 9 (+0)	
Alignment evil **Languages** Common, Elven, Goblin	
Equipment leather armor, war pick	

5 Human Goons	Level 2 Minion Soldier
Medium natural humanoid	XP 31 each
HP 1; a missed attack never damages a minion.	**Initiative** +3
AC 15, **Fortitude** 13, **Reflex** 11, **Will** 11	**Perception** +2
Speed 6	
Traits	
Mob Rule	
While at least two other human goons are within 5 squares of the goon, it gains a +2 power bonus to all defenses.	
Standard Actions	
⊕ **Club** (weapon) ✦ **At-Will**	
Attack: Melee 1 (one creature); +7 vs. AC	
Hit: 5 damage.	
Str 14 (+3) **Dex** 11 (+1) **Wis** 12 (+2)	
Con 12 (+2) **Int** 9 (+0) **Cha** 13 (+2)	
Alignment unaligned **Languages** Common	
Equipment club	

Drow Lair

Combat Encounter Level 3-6 (775+ XP)

Monsters here are alerted if they hear sounds of combat to the west (see event 12), or if returning kidnappers sound a warning. Otherwise, if the characters are exceedingly stealthy (DC 21 group Stealth check), they achieve surprise.

Light: Dark at the cave entrance, but a small lamp provides dim light for the displacer beast inside.

Monsters: Renala (drow acolyte), pet displacer beast, 2 drow scouts, 2 Lolthbound goblins, and possibly Pel (drow informant). If the Lolthbound goblins were killed during event 12, they are not here.

Read:

This shadowy cavern has a small lamp in its center, the light of which reflects off a 6-foot-tall mirror. It is 3 feet across, set in an elaborate, 12-inch-wide bronze frame adorned with spiders. Set into the weathered frame are square tiles, nine of which feature detailed bas-reliefs of drow heads, one per tile.

Along the walls are several dark chests. A few sacks are also scattered about, all stained dark with some substance. The faint odor of rot lingers in the air, mixed with the scent of lamp oil.

If the monsters are alert, read:

A low growl sounds in the darkness as a gaunt, tentacled panther the size of a pony pads closer to the lamp. Alongside the beast is a female drow in elaborate robes made of chainmail and dark leather. A mace hangs at her hip.

Her palms raised to show they are empty, she says, "Why have you come here, surfacers?"

A few other humanoids lurk in the shadows.

If the monsters are surprised, read:

A gaunt, tentacled panther the size of a pony lounges near the lamp. Reclining against the beast's flank is a female drow in elaborate robes made of chainmail and dark leather. A mace hangs at her hip.

A few other humanoids lurk in the shadows.

Describe Renala's other allies as you wish.

Development: If given the chance, Renala tries to bargain. She admits to killing Kroto but claims to be willing to leave the area and hand over his bones (as well as those of the other abductees) if the characters help free the prisoners in the mirror. She has no intention of upholding her end of the deal, though.

If the characters agree, they face an almost impossible challenge to overcome the artifact's magic. Each attempt to free a drow requires a DC 31 Arcana check. If Izzy the Appraiser is with the party, her knowledge of the mirror's history grants a +10 bonus

to this check. The first time they succeed on this check, Pel is released. Renala attacks the characters after he is free, and Pel joins the fight on her side.

Muiral's Mirror: The portal is semifunctional. It works properly, transporting those who use it to Muiral's Gauntlet, only for those who hold Muiral's spell key. (Renala does not have that item, but the characters might discover it on a later quest.)

If any creature other than a drow tries to enter the portal, that creature is expelled and falls prone in the space it attempted to leave. Any drow that enters is instead imprisoned in a strange extradimensional space, and a bas-relief image of its head appears on the mirror frame. A trapped drow can sense its surroundings and speak as if poking its head outside the mirror.

Each of the nine heads on the mirror frame is that of a drow captive. Touching a head compels it to speak its name and reason for entering the portal. It must be persuaded to discuss anything else (DC 22 Diplomacy or Intimidate check; credible promises of release can reduce the difficulty to 15).

While the characters battle Renala, the heads yell insults at them. Most of the prisoners are insane from their long imprisonment and scream incoherently. Pel is still sane, and he repeatedly begs for release from the mirror.

Drow Acolyte **Level 4 Controller (Leader)**
Medium fey humanoid, drow XP 175

HP 54; **Bloodied** 27 **Initiative** +3
AC 18, **Fortitude** 15, **Reflex** 16, **Will** 16 **Perception** +5
Speed 6 Darkvision

Traits

☼ **Lolth's Favor** ✦ **Aura** 2
Spider allies and drow allies in the aura gain a +2 bonus to damage rolls against enemies in the aura.

Standard Actions

⨁ **Mace** (weapon) ✦ **At-Will**
Attack: Melee 1 (one creature); +9 vs. AC
Hit: 2d8 + 2 damage, and the target grants combat advantage until it leaves Renala's aura (save ends).

↝ **Pain Strand** (poison) ✦ **At-Will**
Attack: Ranged 5 (one creature); +7 vs. Reflex
Hit: 1d6 + 3 damage, ongoing 5 poison damage, and the target is immobilized (save ends both).

Minor Actions

↝ **Strengthen Poison** (poison) ✦ **Recharge** if this power misses
Attack: Ranged 5 (one creature taking ongoing poison damage); +7 vs. Fortitude
Hit: The ongoing poison damage increases by 5, and the target is weakened (save ends both).

↝ **Darkfire** ✦ **Encounter**
Attack: Ranged 10 (one creature); +7 vs. Reflex
Hit: Until the end of Renala's next turn, the target grants combat advantage and cannot benefit from invisibility or concealment.

↝ **Pain Link** (healing) ✦ **Encounter**
Effect: Ranged 5 (one spider ally or drow ally); the target takes 10 damage and Renala regains 10 hit points.

Skills Arcana +10, Intimidate +10, Religion +10

Str 10 (+2)	**Dex** 13 (+3)	**Wis** 16 (+5)
Con 14 (+4)	**Int** 16 (+5)	**Cha** 16 (+5)

Alignment evil **Languages** Common, Elven
Equipment chainmail, mace

Pet Displacer Beast **Level 4 Elite Skirmisher**
Large fey magical beast XP 350

HP 110; **Bloodied** 55 **Initiative** +8
AC 18, **Fortitude** 16, **Reflex** 17, **Will** 15 **Perception** +9
Speed 10 Low-light vision

Traits

Displacement (illusion)
When a melee or a ranged attack hits the displacer beast, if the player rolled an odd number on the attack roll, the attack misses. If the player rolled an even number on the attack roll, the attack hits, and the beast loses this trait until the start of its next turn.

Threatening Reach
The displacer beast can make opportunity attacks against enemies within 2 squares of it.

Standard Actions

⨁ **Tentacle** ✦ **At-Will**
Attack: Melee 2 (one creature); +9 vs. AC
Hit: 2d6 + 5 damage.

⨁ **Bite** ✦ **At-Will**
Attack: Melee 1 (one creature granting combat advantage to the displacer beast); +9 vs. AC
Hit: 2d12 + 5 damage.

⨽ **Cunning Blitz** ✦ **At-Will**
Effect: The displacer beast shifts up to half its speed. At any point during that movement, it can make two basic attacks.

Triggered Actions

Shifting Tactics ✦ **At-Will**
Trigger: An attack misses the displacer beast.
Effect (Free Action): The displacer beast shifts 1 square.

Skills Stealth +11

Str 17 (+5)	**Dex** 18 (+6)	**Wis** 15 (+4)
Con 15 (+4)	**Int** 6 (+0)	**Cha** 10 (+2)

Alignment evil **Languages** –

2 Drow Scouts **Level 2 Skirmisher**
Medium fey humanoid, drow XP 125 each

HP 38; **Bloodied** 19 **Initiative** +6
AC 16, **Fortitude** 14, **Reflex** 15, **Will** 13 **Perception** +6
Speed 6 Darkvision

Standard Actions

Longsword (poison, weapon) ✦ **At-Will**
Attack: Melee 1 (one creature); +7 vs. AC
Hit: 1d8 + 6 damage, and if the target is granting combat advantage to the scout, ongoing 3 poison damage (save ends).
Effect: The drow can shift 1 square.

Short Sword (poison, weapon) ✦ **At-Will**
Attack: Melee 1 (one creature); +7 vs. AC
Hit: 1d6 + 5 damage, and if the target is granting combat advantage to the scout, ongoing 3 poison damage (save ends).
Effect: The drow can shift up to 2 squares.

Two-Weapon Attack ✦ **Recharge** when first bloodied
Effect: The scout uses *longsword* and *short sword*.

Minor Actions

Cloud of Darkness (zone) ✦ **Encounter**
Effect: Close burst 1. The burst creates a zone that lasts until the end of the scout's next turn. The zone blocks line of sight for all creatures except the scout. While entirely in the zone, any creature other than the scout is blinded.

Skills Stealth +9
Str 12 (+2) **Dex** 17 (+4) **Wis** 11 (+1)
Con 14 (+3) **Int** 11 (+1) **Cha** 13 (+2)
Alignment evil **Languages** Common, Elven
Equipment leather armor, longsword, short sword

2 Lolthbound Goblins **Level 3 Soldier**
Small natural humanoid, goblin XP 150 each

HP 45; **Bloodied** 22 **Initiative** +6
AC 19, **Fortitude** 15, **Reflex** 16, **Will** 15 **Perception** +3
Speed 6 Darkvision

Traits

Drow Inspiration
While within 5 squares of a drow ally, the goblin gains a +2 power bonus to attack rolls and all defenses.

Standard Actions

War Pick (weapon) ✦ **At-Will**
Attack: Melee 1 (one creature); +8 vs. AC
Hit: 2d8 + 2 damage, or 3d8 + 2 damage if the goblin scores a critical hit, and the target is marked until the end of the goblin's next turn.

Stinging Blow (poison, weapon) ✦ **Encounter**
Attack: Melee 1 (one creature); +8 vs. AC
Hit: 2d8 + 2 damage, or 3d8 + 2 damage if the goblin scores a critical hit, and any ongoing poison damage the target is taking increases by 5.

Lolthbound Shriek (thunder) ✦ **Encounter**
Attack: Close blast 5 (creatures in the blast that are not drow, goblins, or spiders); +6 vs. Fortitude
Hit: 2d10 thunder damage.

Triggered Actions

Drow Protector ✦ **At-Will**
Trigger: An melee or ranged attack hits or misses an adjacent drow ally.
Effect (Immediate Interrupt): The triggering attack targets the goblin instead.

Goblin Tactics ✦ **At-Will**
Trigger: The goblin is missed by a melee attack.
Effect (Immediate Reaction): The goblin shifts 1 square.

Str 14 (+3) **Dex** 17 (+4) **Wis** 14 (+3)
Con 13 (+2) **Int** 8 (+0) **Cha** 9 (+0)
Alignment evil **Languages** Common, Elven, Goblin
Equipment leather armor, war pick

Drow Informant **Level 6 Lurker**
Medium fey humanoid, drow XP 250

HP 60; **Bloodied** 30 **Initiative** +12
AC 20, **Fortitude** 18, **Reflex** 19, **Will** 17 **Perception** +10
Speed 6 Darkvision

Standard Actions

Dagger ✦ **At-Will**
Attack: Melee 1 (one creature); +11 vs. AC
Hit: 2d4 + 9 damage.

Vanish into Thin Air ✦ **Recharge** ⚅ ⚄ ⚃
Effect: The informant becomes invisible, then shifts up to 3 squares. It remains invisible until the end of its next turn or until immediately after it attacks. If the invisible informant's next attack hits, the target takes 2d8 extra damage, and it is dazed until the end of its next turn.

Minor Actions

Cloud of Darkness (zone) ✦ **Encounter**
Effect: Close burst 1. The burst creates a zone that lasts until the end of the informant's next turn. The zone blocks line of sight for all creatures except the informant. While entirely in the zone, any creature other than the informant is blinded.

Skills Acrobatics +13, Bluff +11, Stealth +13, Thievery +13
Str 16 (+6) **Dex** 20 (+8) **Wis** 14 (+5)
Con 18 (+7) **Int** 16 (+6) **Cha** 16 (+6)
Alignment evil **Languages** Common, Elven
Equipment black cloak, dagger

Tactics: When the fighting starts, Renala tries to knock at least one arcane spellcaster unconscious so that she can question him or her later. She can't escape with the mirror, and she needs it to avoid a terrible fate, so unless Pel is free, she fights to the death. If Pel is released, the two of them try to retreat when they become bloodied, hoping to recover the mirror later. Other creatures here flee if Renala is killed or runs, although the goblins and displacer beast cover the others' escape. If it survives, the displacer beast runs amok through Downshadow instead of following the other drow.

Treasure: Renala has a necklace of silver webs and spiders (100 gp) and a silver spider-shaped brooch (10 gp). Each drow has 15 gp and a similar brooch. Stored in the chests, among mundane gear, are 150 gp and a magic item of the party's level + 2.

Each of the sacks, which are stained with blood, contain gnawed bones and an intact humanoid head. The sacks are tagged with the names of the victims, in case Renala needed to use Speak with Dead to further question them. Among them are the remains of Kroto, Ricoro, and Shara Shaana.

Concluding the Adventure

If Kroto's remains are returned to Felarn, he has the wizard raised from the dead. Kroto reveals what he learned about the disappearances and Renala's plans for the mirror. Izzy the Appraiser knows the mirror's history, but not Renala's part in it. Captured drow might disclose that part of the tale.

As for the mirror, if the characters do not move it or otherwise safeguard it, Downshadow residents try to steal it and sell it. The characters can research how to destroy the artifact, or investigate who in Waterdeep might be interested in it. Felarn can and does help, as does Kroto. The method of the mirror's destruction or disposal is up to you and the needs of your campaign.

Even if Renala is killed, Renala's matron mother doesn't give up. She could dispatch more drow to recapture the mirror, continuing to harass the characters as long as she believes it is intact. If she knows it has been destroyed, she might send her followers after the party in a final attempt at vengeance.

If the characters succeed, they can call on Felarn and Kroto as contacts and allies. They might also be considered Downshadow regulars, perhaps a gaining a few friends—or enemies—in low places.

About the Author

Sterling Hershey is an architect and freelance game designer. He was one of the designers of *Monster Vault*™: *Threats to the Nentir Vale*™ and contributes to D&D® Insider. Sterling has worked extensively in a galaxy far, far away, designing many *Star Wars Roleplaying Game* and *Star Wars* Miniatures game books and products.

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The Sword Collector

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A D&D® Side Trek adventure for characters of level 23

Introduction

For centuries, a solitary swordwing known as the Sword Collector has traveled through the Underdark so that it can acquire a collection of marvelous blades. Each gleaming sword feeds the creature's obsession, and a unique phenomenon allows it to draw magical energy from its acquisitions. The Sword Collector spends much time in its lair thus fueling itself for its next hunt. Now, a band of adventurers has stumbled into that lair. Will they succeed in claiming its prized hoard, or will their own treasures end up in the Sword Collector's vault?

This article describes a two-stage encounter set in the Underdark, and it is designed for five level 23 characters. It uses the mushroom cavern map from the *Vaults of the Underdark*™ map pack.

Background

Throughout the cities of the Underdark, drow and duergar share tales of the Sword Collector and its trove. They say that, long ago, a young swordwing discovered a fissure in the wall of the vault that isolated its hive from this part of the mortal world. Curious beyond others of its kind, it ventured into the Deeps. As it spent its early life learning to survive in this unfamiliar environment, the swordwing's innate treasure-hunting compulsion grew ever stronger.

Its collection began with the adamantine rapier of a drow warrior it ambushed. Over the years since, the Sword Collector has swooped upon Underdark caravans, raiding parties, and bands of adventurers to increase its hoard. Tales spread of the attacks, and rumors described how a twisted pack of Underdark monsters obey the swordwing's will.

In the lowest reaches of the Deeps, the Sword Collector found a lair worthy of its collection. An immense cavern contains a pool of tainted liquid, seemingly connected to the Far Realm. Toxic to creatures, the weird pool preserves the stolen swords perfectly—but slowly draws magical energy from

Using This Adventure

This adventure can fit into your campaign as encounters the characters stumble upon in the Underdark. Alternatively, you might use this side trek as part of a larger story arc in which the characters must recover a prize—perhaps a blade the Sword Collector owns or something else of your devising.

A scholar or a fellow adventurer tells the characters a tale about the Sword Collector. Or a patron hires them and relates what he or she knows about the strange creature.

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A ONE-SHOT DELVE

Running an epic-tier campaign can be a daunting prospect, but a single epic adventure can give you and your players a taste of the excitement of high-level play. A straightforward delve is challenging but does not require the ongoing commitment of a campaign.

If you use this side trek as a single session's delve and also don't want all the complexity of epic tier, consider using only character options in the *Heroes of the Fallen Lands*™ and *Heroes of the Forgotten Kingdoms*™ books. You can allow characters to choose magic items appropriate for their level or, for a simpler experience, allow each a single rare item of his or her choice of level 25 or lower. If you use this option, make sure to give the characters inherent bonuses as described in "A Reward-Based Game," *Dungeon Master's Guide*® 2 (or select "Inherent Bonuses" if using the Character Generator tool.)

enchanted blades placed within it. The Sword Collector has formed a bond with the pool, and now the creature can call on the stolen power to coerce ancient beasts to aid it. On the cavern's roof, the swordwing built a nesting spire from which it could look down into the pool's depths to admire the collection. Now the Sword Collector has become dependent on the energy drained from the swords it collects, and it must continually hunt down new blades, not only to improve its display, but also to maintain its control over the cavern and its inhabitants.

Adventure Synopsis

This two-stage encounter begins when the adventurers enter the Collector's cavern. An ancient balhannoth lurks in the chamber's pool, acting as a lookout. When it detects intruders, it attacks, alerting the Sword Collector and three elder hook horrors. In the second stage, the Sword Collector appears along with a powerful bulette. The swordwing calls a dancing sword from the pool and triggers poisonous mushrooms in the cavern. These features remain active as long as the Sword Collector lives.

Stage 1: Collector's Chamber

Combat Encounter Level 23 (29,300 XP)

When the characters enter the cavern, they alert an ancient balhannoth hiding in the shallows of the pool. It seeks an optimal attack angle after it calls three elder hook horrors forth from other caves.

Light: The pool and mushrooms dimly light this chamber with blue-green illumination.

Monsters: Ancient balhannoth (B), 3 elder hook horrors (H).

When the encounter begins, read:
As you step into this chamber, which is lit by glowing mushrooms, a deep tremor vibrates the ground. In the room's center, a pool of blue liquid lies pulses with strange light and quivers with oily ripples.

Perception or Nature DC 27: Slime covers the walls, likely making unaided climbing tricky. The pool is causing some surrounding rock to dissolve.

Perception or Nature DC 37: The character spots the balhannoth before the creature attacks, so the monsters gain no surprise round.

When the balhannoth attacks, read:
Tentacles burst forth from thin air, pulling behind them a bloated beast of chaos and madness. From side caves emerge three bone-skinned creatures with enormous hooked blades for arms.

Ledges: Each ledge is 10 feet above the floor below it. Slime covers the walls, making them difficult to climb (DC 30 Athletics). Failure by 5 or more means the creature falls prone in the square from which he or she attempted the climb.

Weird Pool: Any creature other than an aberrant that enters or starts its turn in the pool takes 15 acid and poison damage. A creature can take this damage only once per turn.

Tactics: The balhannoth uses *reality distortion* to position itself for the best use of *tentacle lash*, striking from invisibility. It telepathically controls the hook horrors, directing them against apparent leaders, controllers, and ranged strikers. It also sends horrors after characters on the ledges.

When the balhannoth is first bloodied, it lets out a telepathic screech that enrages the hook horrors, giving them a –2 penalty to all defenses and a +10 power bonus to damage rolls. If two hook horrors are killed, the balhannoth goes berserk, taking a –2 penalty to all defenses and gaining a +5 power bonus to damage rolls.

Ancient Balhannoth (B) **Level 25 Elite Lurker**
Large aberrant magical beast (blind) XP 14,000

HP 352; **Bloodied** 176 **Initiative** +23
AC 39, **Fortitude** 36, **Reflex** 37, **Will** 38 **Perception** +26
Speed 5, climb 5 (spider climb) Blindsight 10
Immune blinded, gaze; **Resist** 15 acid
Saving Throws +2; **Action Points** 1

Traits

Antimagic Field ✦ Aura 3
Any enemy zone has no effect within the aura. Each enemy in the aura takes a –4 penalty to all defenses.

Aberrant Recovery
Whenever the balhannoth starts its turn, it can attempt one saving throw. Whenever the balhannoth ends its turn, any dazing, stunning, or dominating effect on it ends.

Standard Actions

Tentacle ✦ At-Will
Attack: Melee 3 (one creature); +30 vs. AC
Hit: 3d8 + 20 damage.

Tentacle Lash ✦ At-Will
Attack: Close burst 3 (enemies in the burst); +30 vs. AC
Hit: 3d8 + 12 damage, and the balhannoth slides the target up to 3 squares to another space in the burst.

Minor Actions

Acidic Maw (acid) **✦ At-Will**
Attack: Melee 1 (one creature granting combat advantage to the balhannoth); +30 vs. AC
Hit: 1d8 + 6 damage, and ongoing 15 acid damage (save ends).

Move Actions

Reality Distortion (teleportation) **✦ Recharge** ⚄ ⚄ ⚅
Effect: The balhannoth teleports up to 10 squares and becomes invisible until it hits or misses with an attack or until the end of its next turn.

Skills Stealth +24
Str 22 (+18) **Dex** 25 (+19) **Wis** 28 (+21)
Con 20 (+17) **Int** 11 (+12) **Cha** 16 (+15)
Alignment chaotic evil **Languages** Deep Speech

3 Elder Hook Horrors (H) **Level 23 Soldier**
Large natural beast XP 5,100 each

HP 219; **Bloodied** 109 **Initiative** +20
AC 39, **Fortitude** 36, **Reflex** 35, **Will** 34 **Perception** +16
Speed 6, climb 6 Blindsight 10

Standard Actions

Hooked Claw ✦ At-Will
Attack: Melee 2 (one creature); +28 vs. AC
Hit: 3d8 + 18 damage, and the target is grabbed (escape DC 27).

Fling ✦ Recharge ⚄ ⚅
Attack: Melee 2 (one creature); +26 vs. Fortitude
Hit: 4d12 + 20 damage, the hook horror slides the target up to 5 squares, and the target falls prone.

Triggered Actions

Reflexive Claw ✦ At-Will
Trigger: An enemy willingly moves while within 2 squares of the hook horror.
Effect (Opportunity Action): The hook horror uses *hooked claw* against the triggering enemy.

Skills Acrobatics +23, Athletics +23
Str 24 (+18) **Dex** 24 (+18) **Wis** 20 (+16)
Con 27 (+19) **Int** 4 (+8) **Cha** 14 (+13)
Alignment unaligned **Languages** –

ROUTING THE HOOK HORRORS

If you find the battle drags on or the party is too focused on the hook horrors, you can allow characters to make a DC 27 Insight check or Nature check as a free action. Anyone who succeeds recognizes that the balhannoth is commanding the hook horrors (see "Conclusion"). If it is defeated, the beasts should flee. This knowledge gives the players an opportunity to end the first stage of the battle more quickly.

Conclusion: When the balhannoth dies, it emits a psychic scream that sends the hook horrors fleeing headlong to the nearest exit. Once a hook horror leaves the map, it quickly disappears into the Deeps.

When the balhannoth dies, read:
The balhannoth lets out a dreadful cry that tears through your mind before it falls. A humming from above grows louder, while the ground begins to rumble. A beautiful sword slowly rises out of the glowing pool, darting about as though wielded by an invisible hand, and a strange cloud begins to rise from the mushrooms that cover the floor.

From above dives a human-sized creature with a blue-tinged exoskeleton and large wings resembling those of a dragonfly. Its arm ends in a curved bony blade, and it challenges you with a terrible buzzing voice.

Stage 2: The Sword Collector Arrives

Combat Encounter Level 24 (33,100 XP)

When the balhannoth dies, its psychic scream awakens a deep bulette, an elder of its kind, and alerts the Sword Collector. The swordwing flies down from its nesting spire and calls on its dancing sword to harry the intruders.

The Sword Collector's strange bond with the cavern, powered through the energy drained by the pool, allows it to control the mushrooms growing here. They begin to emit clouds of poisonous spores that slowly fill the chamber.

Monsters: The Sword Collector, deep bulette.
Hazard: Collector's dancing sword.

When the bulette first attacks, read:
The ground beneath you suddenly explodes to reveal an enormous sharklike beast armored in smooth bone.

The following checks could come into play.

SHORT REST?

Properly tuning an epic-tier battle can be difficult. If you find that the first stage of the encounter is too challenging for your group, you can allow the characters a short rest before the second begins (representing regained confidence after defeating the balhannoth). This rest is more a quick breather than a full 5-minute pause.

If you allow the group to rest, you should modify the read-aloud text at the end of stage 1 to fit the circumstances. Perhaps the buzzing sound and the rumbling ground are faint to begin with, or the sword does not appear immediately. The mushrooms do not begin to release their spores until the Sword Collector shows up.

Dungeoneering, Nature, or Perception DC 27: Swordwings communicate using pheromones. This swordwing is able to use its pheromones to direct the mushrooms to emit poisonous spores.

Arcana or Insight DC 27: The swordwing is controlling the flying sword.

Spores: At the beginning of round 2, each character in the chamber takes 10 poison damage at the start of his or her turn. This damage increases by 10 each round thereafter until either the Sword Collector dies or the characters are defeated. (Creatures that dwell here are acclimated to the spores and suffer no ill effects from them.)

Tactics: The bulette starts underground, and it uses *rising burst* on the first round to catch as many characters as possible in the area. The Sword Collector then commands the bulette to attack defenders. The Sword Collector uses *flyby slash* against obvious strikers and leaders. It sends the dancing sword against any ranged attackers.

Deep Bulette	**Level 25 Elite Skirmisher**
Huge natural beast	XP 14,000
HP 468; **Bloodied** 234	**Initiative** +18
AC 39, **Fortitude** 39, **Reflex** 35, **Will** 37	**Perception** +19
Speed 8, burrow 8	Darkvision, tremorsense 20
Saving Throws +2; **Action Points** 1	

Traits

Ground Eruption
The squares of ground the bulette burrows into or emerges from become difficult terrain until the end of the encounter.

Standard Actions

Bite ✦ At-Will
Attack: Melee 3 (one creature); +30 vs. AC
Hit: 5d8 + 11 damage, or 8d8 + 11 damage against a prone target.

Leaping Bite ✦ At-Will
Effect: The bulette jumps up to 7 squares and can use *bite* at any point during the movement. This movement does not provoke opportunity attacks.

Rising Burst ✦ At-Will
Requirement: The bulette must be underground.
Effect: The bulette moves up to its speed to a square aboveground. This movement does not provoke opportunity attacks. When it first enters a square aboveground during this movement, it makes the following attack.
Attack: Close burst 3 (creatures in the burst); +30 vs. AC
Hit: 2d12 + 17 damage.
Miss: Half damage.

Move Actions

Earth Furrow ✦ At-Will
Effect: The bulette burrows up to its speed at a depth of 1 square beneath the surface of the ground. This movement does not provoke opportunity attacks. Each time it moves beneath an enemy's space for the first time during the movement, it makes the following attack against that enemy.
Attack: Melee 1 (creature in the space); +28 vs. Fortitude
Hit: The target falls prone.

Skills Athletics +26, Endurance +25

Str 28 (+21)	**Dex** 18 (+16)	**Wis** 24 (+19)
Con 26 (+20)	**Int** 5 (+9)	**Cha** 16 (+15)

Alignment unaligned **Languages** –

The Sword Collector	Level 25 Elite Skirmisher
Medium aberrant humanoid	XP 14,000
HP 460; **Bloodied** 230	**Initiative** +23
AC 39, **Fortitude** 36, **Reflex** 38, **Will** 37	**Perception** +21
Speed 6, fly 12 (hover)	Low-light vision
Saving Throws +2; **Action Points** 1	

Standard Actions

⊕ Armblade ✦ At-Will

Attack: Melee 2 (one creature); +30 vs. AC

Hit: 3d8 + 20 damage, or 6d8 + 44 damage if the Sword Collector scores a critical hit.

⸸ Flyby Slash ✦ At-Will

Effect: The Sword Collector flies up to its speed and uses *armblade* twice at any point during this movement. It doesn't provoke opportunity attacks when moving away from any target of one of these attacks.

Triggered Actions

⸸ Twisting Slash (teleportation) **✦ Recharge** when first bloodied

Trigger: An enemy within 7 squares of the Sword Collector hits it with an attack.

Effect (Immediate Reaction): The Sword Collector teleports up to 5 squares and uses *armblade* against the triggering enemy.

Arcane Harmonics ✦ Recharge ⚄ ⁞⁞

Trigger: The Sword Collector starts its turn dazed, dominated, immobilized, restrained, stunned, or weakened.

Effect (No Action): The Sword Collector ends the triggering condition and instead grants combat advantage until the start of its next turn.

Skills Stealth +26, Arcana +22

Str 24 (+19)	**Dex** 28 (+21)	**Wis** 18 (+16)
Con 22 (+18)	**Int** 20 (+17)	**Cha** 26 (+20)

Alignment evil **Languages** Deep Speech

Collector's Dancing Sword	Level 23 Hazard
Object	XP 5,100
Detect automatic	**Initiative** +19
Immune attacks	

Traits

Opportunistic Blade

The sword can make opportunity attacks.

Standard Actions

⊕ Attack ✦ At-Will

Attack: Melee 1 (one creature); +28 vs. AC

Hit: 3d8 + 18 damage.

Move Actions

Move ✦ At-Will

Effect: The sword flies up to 6 squares. It can hover.

Countermeasures

✦ **Delay:** Arcana DC 37 (minor action). *Requirement:* The character attempting the skill check must be within 5 squares of the sword. *Success:* The sword cannot attack until the end of its next turn. *Failure (32 or lower):* As a free action, the sword flies up to 6 squares and attacks the character.

✦ **Parry:** Athletics or Acrobatics DC 37 (minor action). *Requirement:* The character attempting the skill check must be adjacent to the sword. *Success:* The character pushes the sword up to 3 squares. *Failure (32 or lower):* As a free action, the sword attacks the character.

Concluding the Adventure

The battle ends when the characters defeat the Sword Collector. Upon its death, the mushrooms stop releasing spores, the dancing sword drops, and the deep bulette dives into the ground and escapes.

With all the chamber's threats defeated, the party is free to examine the Sword Collector's treasure. The collection lies at the bottom of the pool, which is highly corrosive to flesh. Characters need to come up with a creative means of retrieval.

Alternative Approaches

At the epic tier, characters can easily fly, teleport, phase, or find other creative ways to travel. It's possible that the party might bypass the slow-moving balhannoth and hook horrors and take the fight to the Sword Collector in its nesting spire.

In this event, the swordwing is still aware of the intruders' presence through the balhannoth's telepathic senses. If the adventurers assault its nest, it tries to get close to ground level so that it can call the deep bulette to its aid, along with the monsters already there.

Sword Collection

The prize of the Sword Collector's hoard is Alaventa, a named +5 *dancing sword* that the swordwing called forth to defend the lair. The blade is of elven make. Two other powerful swords are also part of the collection. A list of eight possible candidates is provided here. You can choose two or determine them randomly by rolling a d8 twice. The first three of these weapons are described in the *Player's Handbook*® and the others in *Mordenkainen's Magnificent Emporium*™.

1. +5 *flaming sword*
2. +5 *lifedrinker sword*
3. +5 *dragonslayer sword*
4. +5 *greater luckblade*
5. +5 *lifestealer sword*
6. +5 *sword of defense*
7. +5 *sword of submission*
8. +5 *giantslayer sword*

The pool slowly drains the arcane energy from enchanted blades. Several swords in the Collector's hoard that were once magical now have no special properties, though they are otherwise undamaged. They include:

- An adamantine drow rapier that has a platinum hilt shaped like a spider with eyes of ruby (6,000 gp). This is the weapon that started the collection.
- An onyx dwarven ceremonial greatsword with a large astral diamond in its pommel (9,000 gp).
- A black-hilted mithral dagger laced with gold (3,500 gp). This blade's strange shape suggests that it is favored by aberrant wielders.

About the Author

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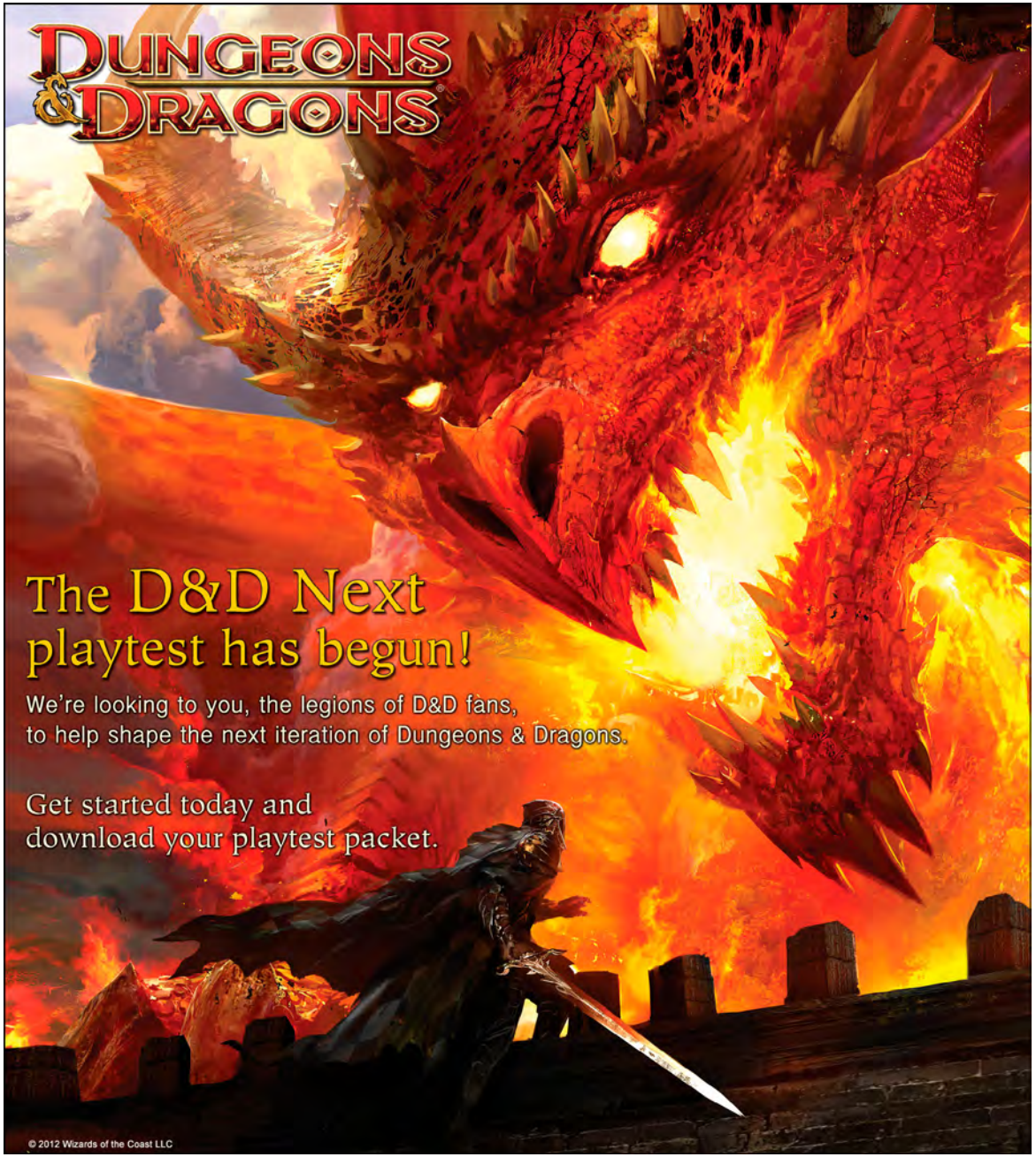
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Denizens of the Demonweb

By Michael E. Shea

Illustration by Ben Wootten

Imagine a corner of a dusty cellar. Moving closer, you see the walls draped by endless layers of spider webs, within which are shrouded the husks of dead insects, strands of foul mold, and other rot. Move closer, and you see each strand of this web as though it were a silvery path. Now imagine tiny specks on that path, all of them moving slowly, lost, not knowing from where they came or what destination they hope to find. That group of specks? That's you and your companions—if you are ever so unfortunate as to be trapped in the Demonweb.

A void crisscrossed by ever-shifting webs, the abyssal layer of the Demonweb is as twisted and deceptive as the plots spun by the Queen of Spiders who rules there. A mortal might spend a lifetime traversing the endless paths and gray mist of this foul realm and never understand its true shape.

If the strands of the Demonweb eventually connect to a solid outer surface, the mortals who explore this realm have never found it. Instead, they speak of a gray haze that surrounds Lolth's endless network of webs and the corpses of creatures that die here.

Ruins of Lost Civilizations: Explorers might find the ancient ruins of cities and castles cocooned in the strands of the Demonweb. These ruins might contain lost artifacts, mysterious magic, and perhaps even trapped immortals. Such sites could also be staging areas and command posts for the dark elves and demons that continually patrol this realm.

Husks of Titans: Deep in the Demonweb lie the remains of gods and primordials killed and forgotten in the aftermath of the Dawn War. The most chaotic and dangerous denizens of the Demonweb dwell within these dead shells. Lolth discards her prisoners and vanquished enemies among such detritus. Each time she does so, she smiles, because life in such a place is a far worse fate than death.

ADDITIONAL READING

This article acts as a companion piece to the entries for the abyssal drow and Lolth in *Monster Manual*® *3*. By employing the guidelines for adjusting a monster's level presented in the Dungeon Master Experience, you can use this article and *Monster Manual 3* to build encounters suitable for any group of adventurers intent on traveling to the Demonweb.

The supplement *The Plane Below: Secrets of the Elemental Chaos*™ includes a skill challenge for navigating the Demonweb (page 116) that fits well with the creatures and hazards presented in this article. The abyssal madness skill challenge (page 114 of *The Plane Below*) can further raise the stakes for characters intent on entering Lolth's realm, enduring its horrors, and perhaps facing the Queen of Spiders.

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Demonweb Retriever	**Level 27 Elite Skirmisher**
Huge elemental animate (construct)	XP 22,000
HP 490; **Bloodied** 245	**Initiative** +24
AC 41, **Fortitude** 37, **Reflex** 41, **Will** 39	**Perception** +26
Speed 8, climb 8 (spider climb), teleport 5	Darkvision
Saving Throws +2; **Action Points** 1	

Traits

Frightful Presence (fear) ✦ **Aura** 3
Enemies grant combat advantage while in the aura.

Unrelenting Grab
If the retriever moves, any creature grabbed by the retriever moves with it, staying grabbed in a space of the retriever's choice within 3 squares of the retriever.

Standard Actions

Scythe Claw ✦ **At-Will**
Attack: Melee 3 (one creature); +32 vs. AC
Hit: 2d8 + 17 damage.

Twin Claws ✦ **At-Will**
Effect: The retriever uses *scythe claw* twice.

Retrieve (teleportation) ✦ **At-Will**
Requirement: The retriever must have no creature grabbed.
Effect: The retriever uses *scythe claw* twice against the same creature. If both attacks hit, the target is grabbed (escape DC 30) and the retriever teleports up to 5 squares.

Minor Actions

Eye Ray ✦ **At-Will** (1/round)
Effect: The retriever uses one of the following eye rays without provoking opportunity attacks.
1. *Fire Ray (fire):* Ranged 10 (one creature); +30 vs. Reflex; 2d6 + 6 fire damage, and ongoing 20 fire damage (save ends).
2. *Cold Ray (cold):* Ranged 10 (one creature); +30 vs. Fortitude; 4d6 + 12 cold damage, and the target is slowed until the end of the retriever's next turn.
3. *Lightning Ray (lightning):* Ranged 10 (one creature); +30 vs. Reflex; 3d6 + 12 lightning damage, and the target is dazed until the end of the retriever's next turn.
4. *Death Ray (necrotic):* Ranged 10 (one creature); +30 vs. Fortitude; 3d6 + 12 necrotic damage, and the target is weakened until the end of the retriever's next turn.

Triggered Actions

Vengeful Claw ✦ **At-Will**
Trigger: An enemy within 3 squares of the retriever hits it with a melee attack.
Effect (Immediate Reaction): The retriever uses *scythe claw* against the triggering enemy.

Str 23 (+19)	**Dex** 29 (+22)	**Wis** 26 (+21)
Con 21 (+18)	**Int** 10 (+13)	**Cha** 16 (+16)

Alignment chaotic evil **Languages** Abyssal, Common, Elven

A Plane of Portals: The Demonweb contains innumerable planar portals, rivaling Sigil, City of Doors, in its connections to the multiverse. From this layer of the Abyss, Lolth spreads her web of control and deception. Some of these portals provide the only connection to desolate dominions lost in the deepest reaches of the Astral Sea. Others open to forgotten chambers underneath the citadels of the gods. Like the strands of the Demonweb, these portals continually move. Only Lolth and her chief advisors know where any particular portal can be found—and even they lose track of certain portals.

Demonweb Retriever

Lolth's hunters, these spider-shaped beasts seek beings and objects of great value to the Demon Queen of Spiders.

A Demonweb retriever is a huge arachnoid construct whose elongated carapace is burnished to a dark blue sheen. It attacks with its scythelike claws, and it fires deadly rays from four red eyes that blaze in a diamond pattern on the front of its head.

Incarnations of Destruction: Demonweb retrievers are among the most powerful weapons in Lolth's arsenal. Stories shared in the streets of Sigil speak of these creatures destroying vast areas in search of a single trinket stolen from Lolth's vaults.

Characteristics of the Demonweb

Like many domains ruled by dark gods, the physical reality of the Demonweb is a hazard in its own right. To increase the challenge for characters exploring the Demonweb, consider implementing effects such as the following throughout this dark realm.

- A creature that falls off the edge of a web is removed from play until the start of its next turn. At the start of its next turn, the creature reappears in the square it vacated, falls prone, and takes 7d10 psychic damage.
- Mist shrouds Lolth's domain, making squares in the Demonweb lightly obscured. Terrain more than 10 squares away from a creature might be heavily obscured.
- Most squares of the Demonweb are webs, some of which is likely to be difficult terrain to creatures from other planes.

Otherworldly Hunters: When Lolth sets her sights on a mighty enemy, she sends a retriever to capture the foe. The Spider Queen also uses her retrievers to hunt down artifacts. Powerful magic etched into a retriever's carapace allows it to travel freely across the planes.

Single-Minded Constructs: A retriever has no independence, but it is programmed to complete a specific objective. A retriever follows its orders without deviation, destroying anything that threatens the completion of an assigned task. When its mission is done, a retriever returns to the Demonweb, even in the middle of combat.

Drider Ghostwalker

Drow heroes that have been twisted to serve as Lolth's spies and assassins, drider ghostwalkers act as the Spider Queen's eyes and ears across the Demonweb.

A drider ghostwalker has the upper torso of a drow male and the lower body of a phase spider, with a distinctive pattern of red lines across its gray carapace. Clouds swirl in a ghostwalker's eyes, and it carries a slender blade of polished chitin dripping with poison.

Heroic Betrayers of Lolth: Male drow heroes who have betrayed the Spider Queen make perfect hosts for drider ghostwalkers. As punishment for their treason, their bodies are scourged, torn apart, and combined with the essence of demonic phase spiders. The screaming soul of the drow is forever trapped within the resulting drider. Lolth has been known to use the body of a drow known to the ghostwalker's first targets.

Beings of Two Worlds: A drider ghostwalker lives between the physical world and the realm of ghosts. Ignoring solid objects, the ghostwalker's gaze sees the world around it as a sea of gray, with living creatures appearing as fields of light. This vision makes it the perfect spy and assassin.

The phase spider aspect grants the drider stealth and the ability to phase through solid objects. Ghostwalkers move in silence on strands of the Demonweb directly beneath their prey, then phase through the Demonweb to attack.

Watchers of Portals: Ghostwalkers are the secret behind Lolth's fabled omniscience. These creatures lurk near the portals of the Demonweb, watching for intruders and following any creatures daring enough to enter the Spider Queen's realm. They send back visions of such creatures to Lolth's high priestesses or the Spider Queen, providing a view of the entire Demonweb.

Drider Ghostwalker	**Level 26 Lurker**
Large fey humanoid (spider), drow	XP 9,000
HP 178; **Bloodied** 89	**Initiative** +27
AC 40, **Fortitude** 37, **Reflex** 39, **Will** 38	**Perception** +27
Speed 8, climb 8 (spider climb)	Darkvision

Traits

Ethereal Sight

The drider can see anything within 20 squares of it, including invisible creatures and objects. A creature cannot benefit from any cover or concealment against the drider.

Standard Actions

Dagger (poison, weapon) ✦ **At-Will**

Attack: Melee 2 or Ranged 10 (one creature); +31 vs. AC

Hit: 3d4 + 12 damage, and ongoing 15 poison damage (save ends). If the target is granting combat advantage to the ghostwalker, the target takes 10 extra damage and the ongoing poison damage increases to 20.

Assassinate (weapon) ✦ **Recharge** when a target hit by this power is not reduced to 0 hit points.

Attack: Melee 2 (one creature granting combat advantage to the ghostwalker); +31 vs. AC

Hit: 4d4 + 33 damage. If the target is bloodied after taking damage from this attack, the target drops to 0 hit points.

Move Actions

Phase ✦ **Recharge** ⚄ ⁞⁞

Effect: The ghostwalker moves up to its speed. During this movement, the ghostwalker is phasing and does not provoke opportunity attacks for moving.

Minor Actions

Invisibility (illusion) ✦ **Recharge** when first bloodied

Effect: The ghostwalker becomes invisible until the end of its next turn.

Skills Stealth +28

Str 22 (+19)	**Dex** 30 (+23)	**Wis** 28 (+22)
Con 16 (+16)	**Int** 18 (+17)	**Cha** 15 (+15)

Alignment chaotic evil **Languages** Elven, telepathy 20

Equipment dagger

Lolthtouched Demonbinder

The twisted spawn of drow and demon, Lolthtouched demonbinders advise the Demon Queen of Spiders and act as her ambassadors to other demon lords. The plots they execute are as complex as the Demonweb.

Lolthtouched demonbinders are the offspring of demonic fathers and drow mothers. The traits they share from their heritage are proudly displayed among demonkind, though these same traits horrify most mortals who behold a demonbinder.

Each demonbinder possesses a unique amulet. This necklace informs creatures loyal to Lolth of the demonbinder's status as a personal advisor to the Spider Queen. It also acts as a passkey into other realms of the Abyss.

Advisors of Lolth: Demonbinders are the only creatures that come close to seeing the full scope of Lolth's web of plans. Demonbinders advise the Spider Queen directly and are among the few creatures whose opinions Lolth values. So far-reaching are Lolth's plots that a single seed of disinformation implanted into a demonbinder might unravel centuries of work. Lolthtouched demonbinders possess secrets that can collapse empires, sunder planes, or disrupt entire theologies.

Ambassadors of the Spider Queen: Lolthtouched demonbinders are ambassadors between the Demonweb and the dark allies of Lolth. Common in the courts of ambitious demon princes, demonbinders act as envoys and advisors. As long as Lolth's plans support the ambition of these demon lords, they accept the counsel of the Spider Queen's servants.

Spawn of Drow and Demon: Their demonic nature and alliances allow Lolthtouched demonbinders to take advantage of their heritage. They do not enter combat without provocation, but they can call on the power of demons for defense and protection.

Lolthtouched Demonbinder	Level 27 Controller
Medium fey humanoid (demon), drow	XP 11,000
HP 247; **Bloodied** 123	**Initiative** +17
AC 41, **Fortitude** 39, **Reflex** 37, **Will** 41	**Perception** +20
Speed 6, fly 5	Darkvision
Traits	
☼ **Cunning Deception** ✦ **Aura** 2	
Enemies in the aura take a –2 penalty to all defenses.	
Standard Actions	
⊕ **Abyssal Blade** (fear, weapon) ✦ **At-Will**	
Attack: Melee 1 (one creature); +32 vs. AC	
Hit: 3d8 + 22 damage.	
Effect: The demonbinder slides the target up to 2 squares.	
⚚ **Claws of the Glabrezu** ✦ **At-Will**	
Attack: Ranged 10 (one creature); +30 vs. Fortitude	
Hit: 2d12 + 22 damage, and the target is restrained (save ends).	
ǂ **Blades of the Marilith** ✦ **Encounter**	
Effect: The demonbinder uses *abyssal blade* four times and can shift 1 square after each attack.	
✧ **Screech of the Vrock** (fear, psychic) ✦ **Recharge** ⚄ ⁞⁞	
Attack: Close burst 3 (enemies in the burst); +30 vs. Will	
Hit: 3d8 + 22 psychic damage, and the demonbinder pushes the target up to 5 squares.	
Miss: The demonbinder pushes the target up to 2 squares.	
Move Actions	
Demon Gate (teleportation) ✦ **Recharge** when first bloodied	
Effect: The demonbinder teleports up to 10 squares.	
Skills Bluff +27, Diplomacy +27, Insight +25	
Str 20 (+18) **Dex** 18 (+17) **Wis** 25 (+20)	
Con 23 (+19) **Int** 23 (+19) **Cha** 28 (+22)	
Alignment chaotic evil **Languages** Abyssal, Common, Elven	

Yochlol Queen's Guard	Level 28 Soldier
Medium elemental humanoid (demon)	XP 13,000
HP 250; **Bloodied** 125	**Initiative** +21
AC 44, **Fortitude** 38, **Reflex** 40, **Will** 44	**Perception** +27
Speed 6, teleport 6	Darkvision
Immune charm, fear, poison; **Resist** 15 psychic	
Standard Actions	
⊕ **Tentacle** (poison, psychic) ✦ **At-Will**	
Attack: Melee 2 (one creature); +31 vs. Reflex	
Hit: 4d8 + 9 poison and psychic damage, and the target is slowed (save ends).	
ǂ **Tentacle Fury** ✦ **At-Will**	
Effect: The yochlol uses *tentacle* three times. If two of these attacks hit the same target, that target is also restrained until the end of the yochlol's next turn.	
Minor Actions	
✧ **Servant of the Queen** ✦ **At-Will**	
Effect: Close burst 5 (one ally); the target transfers an effect that a save can end to the yochlol.	
Triggered Actions	
ǂ **Guard the Queen** ✦ **At-Will**	
Trigger: An enemy within 2 squares of the yochlol makes an attack that does not include the yochlol as a target.	
Effect (Immediate Reaction): The yochlol uses *tentacle* twice against the triggering enemy. If both attacks hit, the enemy is also restrained until the end of the yochlol's next turn.	
Skills Intimidate +28, Religion +25	
Str 18 (+18) **Dex** 21 (+19) **Wis** 26 (+22)	
Con 18 (+18) **Int** 22 (+20) **Cha** 28 (+23)	
Alignment chaotic evil **Languages** Abyssal, Common, Elven, telepathy 20	

Yochlol Queen's Guard

Unholy paladins of Lolth, the yochlol queen's guards silently protect their dark mistress as they have for thousands of years. Though they appear as beautiful female drow, hints of their true visage lie just underneath.

A yochlol queen's guard appears in the form of a tall and beautiful drow female who carries a jeweled adamantine greatsword and is draped in silken webs. The greatsword is purely ceremonial, however. When engaged in combat, a queen's guard takes on its true form—a pillar of writhing tentacles with a single red eye at its center.

Silent Guardians of Lolth: The yochlol queen's guards are among the most powerful and loyal servants of the Demon Queen of Spiders. Only four such guards exist across the multiverse, and all of them stay close to their mistress. In rare circumstances, Lolth might send a queen's guard as an escort on a mission of vital importance. The queen's guards never speak, but they can communicate telepathically. With each other and with Lolth, they can do so regardless of distance and impediments, including planar boundaries.

Formed From the Heart of Chaos: The yochlol queen's guards are formed in a pool of raw chaos and elemental matter in the depths of the Demonweb Pits, Lolth's dark lair at the deepest heart of the Demonweb. The dark priestesses of the Spider Queen use a single mortal soul as the catalyst for the formation of a yochlol queen's guard. The process tortures the soul for hundreds of years, leaving only undying loyalty to the will of Lolth.

Lolth's Twisted Web

Among all the villains an adventuring party might face, Lolth is unique in her dedication to deception. High-level characters and experienced players know that every word the Spider Queen speaks serves her interests. Even so, Lolth rarely engages in direct trickery, knowing that the most insidious way to betray ambitious adventurers is to tell them the truth. She offers characters what they want: treasure, the solutions to quests, or hints of how to destroy powerful demon lords and gods. When you incorporate Lolth into your campaign, remember that her webs of deception are so thick that they twist around the truth. Lolth might end up becoming an adventuring party's most beneficial ally for a time—but you can be sure that this alliance benefits Lolth in the end.

Demonweb Doomspore

Large phosphorescent mushrooms grow throughout the Demonweb, each emerging from a corpse and wrapped in the strands of the web. These volatile fungi explode when exposed to combat, filling the area with a powerful hallucinogen. Tales tell of adventurers traveling in the Demonweb who slaughter themselves to the last under the twisted visions of a Demonweb doomspore.

Demonweb Doomspore	**Level 26 Minion Hazard**
Object	XP 2,250
Detect automatic	Initiative –
HP 1; a missed attack never damages a minion.	
AC 40, **Fortitude** 38, **Reflex** 38, **Will** –	
Immune necrotic, poison, psychic, forced movement, all conditions, ongoing damage	
Traits	
☼ **Hallucinating Spores** ✦ **Aura** 1	
Any creature that ends its turn in the aura takes a free action to move up to its speed and use an at-will attack power against its nearest ally.	
Triggered Actions	
✧ **Spore Burst** (poison) ✦ **Encounter**	
Trigger: The doomspore drops to 0 hit points.	
Attack: Close burst 3 (creatures in the burst); +29 vs. Fortitude	
Hit: Ongoing 15 poison damage (save ends).	
Each Failed Saving Throw: As a free action, the target moves up to its speed and uses an at-will attack power against its nearest ally.	
Countermeasures	
✦ **Detect:** Arcana, Dungeoneering, or Nature DC 29 (minor action). *Success:* The character identifies the doomspore, recognizing its hazardous nature.	

About the Author

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MINOR

Gashed Thigh

Whenever you move more than 2 squares on foot during a turn, make a saving throw at the end of that movement to avoid falling prone. If you are already allowed saving throws to avoid falling prone, you gain a +2 bonus to the roll.

MAJOR

Crushed Hip

You are slowed.

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MINOR

Gut Wound

Whenever you make a saving throw against ongoing damage, unless you choose to take a –2 penalty to the roll, you gain vulnerable 5 to damage of that type until the end of your next turn.

MAJOR

Ruptured Spleen

At the start of each encounter, you take ongoing 5 damage (save ends). If you are already taking ongoing damage that lacks a type, the damage instead increases by 5.

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MINOR

Concussion

Before you roll initiative at the start of each encounter, you can choose to delay until at least one enemy has taken its turn. If you do not, you take a –2 penalty to the first attack roll you make on each of your turns until the end of the encounter.

MAJOR

Cracked Skull

Whenever you fail a saving throw at the end of your turn, you must make another saving throw. On a failure, you are stunned until the end of your next turn.

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MINOR

Sprained Wrist

The first time you roll the maximum result on a damage die during a turn, you can reroll that damage die and must use the second result. Otherwise, you take a –2 penalty to attack rolls until the end of your next turn.

MAJOR

Broken Arm

Whenever you score a critical hit, reduce the damage by 2 for each damage die that is maximized.

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MINOR

Sprained Ankle

If you willingly move more than 4 squares on foot during a turn, you grant combat advantage until the start of your next turn.

MAJOR

Splintered Kneecap

You cannot shift.

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MINOR

Seeping Wound

You take a –2 penalty to all defenses against necrotic attacks and poison attacks.

MAJOR

Gangrenous Wound

The first time you take damage from an attack in an encounter, you also take ongoing 5 poison damage (save ends).

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MINOR

Wrenched Back

Whenever you make a Strength- or Dexterity-based attack, skill check, or ability check, you can either take a –2 penalty to the roll or grant combat advantage until the start of your next turn.

MAJOR

Cracked Spine

Whenever you fail a Strength- or Dexterity-based skill check or ability check, or miss with a Strength- or Dexterity-based attack, you are immobilized until the end of your next turn.

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MINOR

Cracked Rib

Whenever you take an immediate or opportunity action, you take a –2 penalty to saving throws until the end of your next turn.

MAJOR

Sucking Chest Wound

You are dazed during the first turn of each encounter. If you are allowed a saving throw to end this effect, you take a –2 penalty to that roll.

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MINOR

Nicked Artery

While you are bloodied, you regain only half the normal number of hit points from healing effects.

MAJOR

Gushing Artery

Whenever you take damage in an encounter, you are considered to be bloodied for that encounter, regardless of your hit point total, until you are restored to maximum hit points.

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MINOR

MAJOR

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MINOR

Face Slash

All creatures have partial concealment against you. You can spend a minor action on your turn to ignore the effects of this minor injury until the start of your next turn.

MAJOR

Eye Gouge

While bloodied, whenever you take damage from an attack, you are blinded until the start of your next turn.

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MINOR

Blackouts

Whenever you make an Intelligence-, Wisdom-, or Charisma-based attack, skill check, or ability check, unless you choose to take a –2 penalty to the roll, you cannot use immediate actions until the start of your next turn.

MAJOR

Fainting Spells

Whenever you fail an Intelligence-, Wisdom-, or Charisma-based skill check or ability check, or miss with an Intelligence-, Wisdom-, or Charisma-based attack, make a saving throw. On a failure, you fall unconscious until the start of your next turn or until you take damage.

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